

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY MONTHLY FEE STATEMENT COVER SHEET
FOR THE PERIOD JUNE 1, 2023, THROUGH JUNE 30, 2023

In re Bed Bath & Beyond Inc., *et al.*

Applicant: Kirkland & Ellis LLP and
Kirkland & Ellis International LLP.

Case No. 23-13359 (VFP)

Client: Debtors and Debtors in Possession

Chapter 11

Case Filed: April 23, 2023

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.

RETENTION ORDER ATTACHED.

/s/ Joshua A. Sussberg 8/10/2023
JOSHUA A. SUSSBERG Date

<p style="text-align: center;">SECTION I FEE SUMMARY</p>
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Summary of Amounts Requested for the Period
June 1, 2023, through June 30, 2023 (the “**Compensation Period**”)

Fee Total	\$4,620,054.00
Disbursement Total	\$74,793.76
Total Fees Plus Disbursements	\$4,694,847.76

Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$4,272,068.89
Total Fees and Expenses Allowed to Date:	\$3,432,056.99
Total Retainer Remaining:	\$517,125.25
Total Holdback:	\$840,011.90
Total Received by Applicant:	\$3,432,056.99

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Olivia Acuna	Associate	Restructuring	2021	126.5	\$995.00	\$125,867.50
Allison Azarloza	Associate	Corporate - General	2022	126.1	\$735.00	\$92,683.50
Mac A. Bank	Associate	Restructuring	2021	1.9	\$885.00	\$1,681.50
Amy Barber	Associate	Technology & IP Transactions	2018	148.2	\$1,295.00	\$191,919.00
Amie Marie Bauer	Associate	Litigation - General	2016	15.1	\$1,080.00	\$16,308.00
Wes Benter	Associate	ECEB - Labor/ Employment	2019	6.7	\$1,245.00	\$8,341.50
Jacob E. Black	Associate	Restructuring	2021	94.5	\$885.00	\$83,632.50
Seth Cohen	Associate	Litigation - General	2023	22.1	\$985.00	\$21,768.50
Alessandra Corona Henriques	Associate	Corporate - Capital Markets	2021	15	\$995.00	\$14,925.00
Sydney Corry	Associate	Litigation - General	2021	9.6	\$985.00	\$9,456.00
Megan C. Feeney	Associate	Restructuring	Pending	61.3	\$735.00	\$45,055.50
Ross J. Fiedler	Associate	Restructuring	2019	272.1	\$1,245.00	\$338,764.50
Patrick Forte	Associate	Litigation - General	2021	21.9	\$985.00	\$21,571.50
Max M. Freedman	Associate	Restructuring	2021	22.8	\$885.00	\$20,178.00
Rachel Golden	Associate	Restructuring	Pending	28.8	\$735.00	\$21,168.00
Michael Goodrich	Associate	Corporate - M&A/Private Equity	2018	41.5	\$1,155.00	\$47,932.50
Samantha Helgason	Associate	Restructuring	2022	58.2	\$885.00	\$51,507.00
Noelle M. Howard	Associate	Restructuring	Pending	30.2	\$735.00	\$22,197.00
Lauren Iwasaki	Associate	Corporate - M&A/Private Equity	2019	1	\$1,155.00	\$1,155.00
Alexander Keane	Associate	Corporate - M&A/Private Equity	2021	1.4	\$995.00	\$1,393.00
Jackson Kennedy	Associate	Litigation - General	2021	53.2	\$850.00	\$45,220.00
Abdullah J. Khan	Associate	Corporate - Capital Markets	2023	6	\$735.00	\$4,410.00
Sooah Kim	Associate	ECEB - Employee Benefits	2022	12.4	\$735.00	\$9,114.00
Mike James Koch	Associate	Restructuring	2020	27.7	\$735.00	\$20,359.50
Ben Kovach	Associate	Technology & IP Transactions	2022	129.9	\$735.00	\$95,476.50

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Peter Liskanich	Associate	Corporate - M&A/Private Equity	2018	89.5	\$1,245.00	\$111,427.50
Sarah R. Margolis	Associate	Restructuring	2021	99.7	\$995.00	\$99,201.50
Alex D. Pappas	Associate	Litigation - General	2021	6	\$985.00	\$5,910.00
Chris Pavlovich	Associate	Restructuring	2019	69	\$995.00	\$68,655.00
Jason Robert Perry	Associate	Corporate - M&A/Private Equity	2018	4.1	\$1,155.00	\$4,735.50
Zak Piech	Associate	Restructuring	2022	74.9	\$735.00	\$55,051.50
Domenico Pietromonaco	Associate	Antitrust/ Competition	2023	9.9	\$735.00	\$7,276.50
Zak Read	Associate	Restructuring	2022	80.9	\$735.00	\$59,461.50
Chloe Reum	Associate	Litigation - General	2023	21.8	\$715.00	\$15,587.00
Kyla Risko	Associate	Technology & IP Transactions	2018	176.3	\$995.00	\$175,418.50
Elizabeth M. Roberts	Associate	Corporate - Debt Finance	2017	3.5	\$1,295.00	\$4,532.50
Tuba Sahiti	Associate	Corporate - General	2021	3.8	\$885.00	\$3,363.00
Sam Schaffer	Associate	Corporate - M&A/Private Equity	2021	110.2	\$995.00	\$109,649.00
Kristie Sham	Associate	Corporate - General	2022	0.3	\$735.00	\$220.50
Christine Shang	Associate	Litigation - General	2016	20.1	\$1,215.00	\$24,421.50
Gelareh Sharafi	Associate	Restructuring	2023	2.7	\$735.00	\$1,984.50
Michael A. Sloman	Associate	Restructuring	2022	113.4	\$885.00	\$100,359.00
Noah Z. Sosnick	Associate	Restructuring	2021	195.6	\$995.00	\$194,622.00
Charles B. Sterrett	Associate	Restructuring	2019	69.7	\$1,155.00	\$80,503.50
David G. Strecker	Associate	Litigation - General	2022	12.2	\$850.00	\$10,370.00
Lany L. Villalobos	Associate	ECEB - Executive Compensation	2014	5.2	\$1,245.00	\$6,474.00
Austin Vincenzini	Associate	ECEB - Executive Compensation	2019	3.2	\$885.00	\$2,832.00
Baya Yantren	Associate	Litigation - General	2019	65.6	\$985.00	\$64,616.00
Jessica M. Yeh	Associate	Taxation	2017	35.8	\$1,395.00	\$49,941.00
Mary Catherine Young	Associate	Restructuring	2023	116.3	\$735.00	\$85,480.50
Rachel Young	Associate	Restructuring	2023	23.5	\$735.00	\$17,272.50
Anthony Zangrillo	Associate	Corporate - Capital Markets	2018	8.6	\$1,295.00	\$11,137.00

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Matthew Antinossi	Partner	ECEB - Employee Benefits	1999	17	\$1,895.00	\$32,215.00
Lindsey Beran	Partner	Litigation - General	2006	17.2	\$1,415.00	\$24,338.00
Matt Darch	Partner	Technology & IP Transactions	2013	125.7	\$1,405.00	\$176,608.50
Thad W. Davis, P.C.	Partner	Taxation	2005	25.3	\$1,795.00	\$45,413.50
Tamar Donikyan	Partner	Corporate - Capital Markets	2006	9.2	\$1,945.00	\$17,894.00
Daniel Elizondo	Partner	Corporate - M&A/Private Equity	2009	167.1	\$1,425.00	\$238,117.50
Emily Geier, P.C.	Partner	Restructuring	2012	242.2	\$1,495.00	\$362,089.00
Susan D. Golden	Partner	Restructuring	1988	1.3	\$1,475.00	\$1,917.50
John Thomas Goldman	Partner	Real Estate	2002	1	\$1,745.00	\$1,745.00
Stephanie Greco	Partner	Antitrust/ Competition	2014	0.4	\$1,425.00	\$570.00
Richard U. S. Howell, P.C.	Partner	Litigation - General	2006	53.2	\$1,620.00	\$86,184.00
Derek I. Hunter	Partner	Restructuring	2017	77.1	\$1,375.00	\$106,012.50
Jacquelyn M. Kasulis, P.C.	Partner	Litigation - General	2004	31.8	\$1,835.00	\$58,353.00
Natalie Hoyer Keller	Partner	Taxation	1997	0.3	\$1,795.00	\$538.50
Daniel Lewis, P.C.	Partner	Technology & IP Transactions	2008	132.8	\$1,695.00	\$225,096.00
Allison Lullo	Partner	Litigation - General	2011	40.8	\$1,410.00	\$57,528.00
Casey McGushin	Partner	Litigation - General	2014	21.1	\$1,415.00	\$29,856.50
Christian O. Nagler, P.C.	Partner	Corporate - Capital Markets	1997	2.3	\$2,045.00	\$4,703.50
Evangelia Podaras	Partner	ECEB - Labor/ Employment	2016	14	\$1,405.00	\$19,670.00
Scott D. Price, P.C.	Partner	ECEB - Executive Compensation	1991	0.5	\$2,045.00	\$1,022.50
William T. Pruitt	Partner	Litigation - General	2004	12.9	\$1,550.00	\$19,995.00
Josh Sussberg, P.C.	Partner	Restructuring	2004	25.9	\$2,045.00	\$52,965.50
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	138.5	\$1,615.00	\$223,677.50
Matthew Wood	Partner	ECEB - Executive Compensation	2016	2.8	\$1,405.00	\$3,934.00
Jacqueline Hahn	Junior Paralegal	Restructuring	N/A	37.50	\$325.00	\$12,187.50

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Georgia Meadow	Junior Paralegal	Restructuring	N/A	6.70	\$325.00	\$2,177.50
Danielle Walker	Junior Paralegal	Restructuring	N/A	13.40	\$325.00	\$4,355.00
Tanzila Zomo	Junior Paralegal	Litigation - General	N/A	14.00	\$325.00	\$4,550.00
Janet Bustamante	Paralegal	Litigation - General	N/A	35.00	\$395.00	\$13,825.00
Amy Donahue	Paralegal	Restructuring	N/A	28.10	\$480.00	\$13,488.00
Julia R. Foster	Paralegal	Restructuring	N/A	74.00	\$480.00	\$35,520.00
Jeffrey Norgle	Paralegal	Technology & IP Transactions	N/A	39.00	\$495.00	\$19,305.00
Hunter Appler	Litigation & Practice Tech Project Manager	Litigation & Practice Tech	N/A	18.00	\$475.00	\$8,550.00
Library Business Research	Research Specialist	Administrative Mgt – Office	N/A	0.50	\$445.00	\$222.50
Library Factual Research	Research Specialist	Administrative Mgt - Office	N/A	0.30	\$445.00	\$133.50
Song Lin	Litigation & Practice Tech Project Manager	Litigation - General	N/A	45.00	\$515.00	\$23,175.00
Matt Pinkney	Senior Designer	Presentation Design	N/A	20.50	\$465.00	\$9,532.50
TOTALS				4,248.30		\$4,620,054.00

**SECTION II
SUMMARY OF SERVICES**

Matter Number	Services Rendered	Hours	Fee
4	Chapter 11 Filing and First Day Pleading	0.30	\$613.50
5	Corporate & Governance Matters	76.20	\$92,014.00
6	Disclosure Statement/Plan/Confirmation	312.90	\$320,128.50
7	DIP Financing and Cash Collateral	252.40	\$320,498.00
8	Cash Management	20.50	\$21,679.50
9	Automatic Stay Issues	26.30	\$27,270.00
10	Asset Sales/Section 363/Use, Sale & Disposition	1,883.50	\$2,203,116.00
11	Executory Contracts & Unexpired Leases	386.50	\$387,862.00
12	Business Operations	8.00	\$7,362.00
13	Claims Administration	27.70	\$26,793.50
14	Schedules and Statements (SOFAs)	7.00	\$5,943.00
15	Creditor and Stakeholder Communications	13.20	\$13,524.00
16	U.S. Trustee Matters and Communication	16.30	\$16,219.50
17	Hearings	188.20	\$189,342.50
18	Insurance and Surety Matters	29.50	\$42,098.00
19	Utilities	8.60	\$6,615.00
20	Tax Matters	33.60	\$50,282.00
21	Case Administration	140.30	\$97,652.00
22	Retention – K&E	110.80	\$98,160.00
23	Retention – Non-K&E	67.30	\$57,965.50
24	Vendor Matters	20.70	\$20,544.50
25	Litigation	570.20	\$561,176.00
26	Non-Working Travel	30.90	\$30,336.00
28	Creditors' Committee Matters	0.70	\$1,169.50
29	Employee and Labor Matters	16.70	\$21,689.50
SERVICES TOTALS		4,248.30	\$4,620,054.00

**SECTION III
SUMMARY OF DISBURSEMENTS**

Disbursements	Amount
Third Party Telephone Charges	\$122.50
Standard Copies or Prints	\$435.10
Tabs/Indexes/Dividers	\$0.00
Color Copies or Prints	\$2,137.30
Scanned Images	\$0.00
Postage	\$0.00
Local Transportation	\$706.84
Travel Expense	\$2,895.87
Airfare	\$4,344.71
Transportation to/from airport	\$1,988.73
Travel Meals	\$892.02
Other Travel Expenses	\$165.64
Court Reporter Fee/Deposition	\$2,664.20
Filing Fees	\$389.00
Other Court Costs and Fees	\$34,840.96
Outside Printing Services	\$16,586.21
Catering Expenses	\$448.00
Computer Database Research	\$765.00
Westlaw Research	\$1,360.22
LexisNexis Research	\$2,901.33
Overtime Transportation	\$335.60
Overtime Meals - Attorney	\$397.71
Document Services Overtime	\$107.50
Overnight Delivery - Hard	\$17.82
Computer Database Research - Soft	\$291.50
DISBURSEMENTS TOTAL	\$74,793.76

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: April 23, 2023
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: June 1, 2023, effective as of April 23, 2023. *See **Exhibit A***.
If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:¹
 - (a) The Applicant assisted in obtaining entry of orders granting the retention of various Debtor professionals.
 - (b) The Applicant negotiated with various stakeholders to resolve outstanding issues related to the Debtors' DIP Facility and obtained final Court approval of the same.
 - (c) The Applicant drafted, prepared, and filed pleadings responding to a motion to vacate the Court order granting final approval of the DIP Facility, culminating in the entry of an order denying the motion to vacate.
 - (d) The Applicant drafted, prepared, and filed motions and other documents related to designating a stalking horse bidder for certain of the Debtors' assets, and obtained Court approval of the same.
 - (e) The Applicant drafted, prepared, and filed motions and other documents related to the sale of certain of the Debtors' assets, and obtained Court approval of the same.
 - (f) The Applicant coordinated and drafted pleadings related to an extensive initial lease auction (the "Phase 1 Lease Auction") where many of the Debtors' leases were sold in conjunction with efforts to maximize the value of the Debtors' lease portfolio.
 - (g) The Applicant facilitated obtaining entry of orders authorizing the rejection and termination of certain leases, and the assumption and assignment of other leases, in relation to the Phase 1 Lease Auction and other bespoke lease arrangements and negotiations.

¹ The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed.

- (h) The Applicant fielded various requests from the Debtors' landlords and negotiated associated lease issues related to various lease orders and the Phase 1 Lease Auction.
 - (i) The Applicant participated in various hearings related to the DIP Facility, lease auction, and other key proceedings in these chapter 11 cases.
 - (j) The Applicant drafted the chapter 11 plan and negotiated various issues related thereto with various stakeholders.
 - (k) The Applicant drafted the disclosure statement and related pleadings.
 - (l) The Applicant tended to others matters concerning administration of the chapter 11 cases.
 - (m) The Applicant rendered all other services set forth on the invoices attached hereto as **Exhibit B**.²
- (5) Anticipated distribution to creditors:
- (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.
 - (c) Priority creditors: Unknown at this time.
 - (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors: This is the third monthly fee statement.

² The invoice attached hereto as **Exhibit B** contains detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period.

Exhibit A

Retention Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)

Emily E. Geier, P.C. (admitted *pro hac vice*)

Derek I. Hunter (admitted *pro hac vice*)

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

joshua.sussberg@kirkland.com

emily.geier@kirkland.com

derek.hunter@kirkland.com

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.

Warren A. Usatine, Esq.

Felice R. Yudkin, Esq.

Court Plaza North, 25 Main Street

Hackensack, New Jersey 07601

Telephone: (201) 489-3000

msirota@coleschotz.com

wusatine@coleschotz.com

fyudkin@coleschotz.com

Proposed Co-Counsel for Debtors and Debtors in Possession

In re:

BED BATH & BEYOND INC., *et al.*,

Debtors.¹



Order Filed on June 1, 2023

by Clerk

U.S. Bankruptcy Court

District of New Jersey

Chapter 11

Case No. 23-13359 (VFP)

(Jointly Administered)

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION EFFECTIVE AS OF APRIL 23, 2023**

The relief set forth on the following pages, numbered two (2) through seven (7), is ORDERED.

DATED: June 1, 2023

A handwritten signature in black ink, reading "Vincent F. Papalia".

Honorable Vincent F. Papalia
United States Bankruptcy Judge

¹ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these Chapter 11 Cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these Chapter 11 Cases is 650 Liberty Avenue, Union, New Jersey 07083.

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Debtors: BED BATH & BEYOND INC., *et al.*
Case No. 23-13359 (VFP)
Caption of Order: Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of April 23, 2023.

Upon the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of April 23, 2023* (the "Application"),² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order (the "Order") authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, "Kirkland") as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the "Bankruptcy Code"), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the "Local Rules"); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the "Sussberg Declaration"), and the declaration of Holly Etlin, the Chief Restructuring Officer and Chief Financial Officer of Bed Bath & Beyond Inc. (the "Etlin Declaration"); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Application.

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Debtors: BED BATH & BEYOND INC., *et al.*
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adverse to the Debtors' estates and (b) Kirkland is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, and the Court having been advised that all formal and informal objections to the Motion have been resolved, **IT IS HEREBY ORDERED THAT:**

1. The Application is granted to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

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Debtors:	BED BATH & BEYOND INC., <i>et al.</i>
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- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.

4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the

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Debtors: BED BATH & BEYOND INC., *et al.*
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Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition advance payment retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to reserve and apply amounts from the prepetition advance payment retainer that would otherwise be applied toward payment of postpetition fees and expenses as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practices.

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to

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Debtors: BED BATH & BEYOND INC., *et al.*
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Kirkland's fee applications under the Bankruptcy Code are not approved pending further order of the Court.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Cole Schotz and any additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases.

9. Kirkland shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

10. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland share or agree to share compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by Bankruptcy Code section 504.

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Debtors: BED BATH & BEYOND INC., *et al.*
Case No. 23-13359 (VFP)
Caption of Order: Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of April 23, 2023.

11. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

12. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

13. To the extent the Application, the Sussberg Declaration, the Etlin Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

14. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

15. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

16. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit 1

Engagement Letter

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

Josh Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
joshua.sussberg@kirkland.com

601 Lexington Avenue
New York, NY 10022
United States

+1 212 446 4800

www.kirkland.com

Facsimile:
+1 212 446 4900

December 22, 2022

Sue Gove
Director, President & Chief Executive Officer
Bed Bath & Beyond Inc.
650 Liberty Avenue
Union, New Jersey 07083

Re: Retention to Provide Legal Services

Dear Ms. Gove:

We are very pleased that you have asked us to represent Bed Bath & Beyond Inc. and its wholly owned subsidiaries, including those listed in an addendum to this letter (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges,

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deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$1,000,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

Please be advised that there is another type of retainer known as a "security retainer," as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client's funds would be held in the Firm's segregated client trust account until applied

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to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client's creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client's choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client's termination of the Engagement, (b) the Firm's withdrawal, and (c) the substantial completion of the Firm's substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm's services are terminated for any reason, such termination shall be effective only to terminate the Firm's services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm's active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client's behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client's professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The

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Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of

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dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons

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might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Insurance. As required under California Business and Professions Code § 6148, Client is hereby advised that the Firm maintains errors and omissions insurance coverage that will be applicable to the services to be rendered by the Firm on Client's behalf as described in this Agreement.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for

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and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

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Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

Very truly yours,

KIRKLAND & ELLIS LLP

By: _____

Printed Name: Joshua A. Sussberg, P.C.
Title: Partner

Agreed and accepted this 22nd day of December, 2022

BED BATH & BEYOND INC., on behalf of itself
and its subsidiaries

By: _____

Name: Sue Gove

Title: President & Chief Executive Officer

DocuSigned by:

Sue Gove

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ADDENDUM: List of Client Subsidiaries

Bed Bath & Beyond Canada L.P.

BUY BUY BABY, INC.

Decorist, LLC

Harmon Stores, Inc.

BED BATH & BEYOND OF CALIFORNIA LIMITED LIABILITY COMPANY

BBB CANADA LP INC.

BBB Canada Ltd.

BBB Value Services Inc.

BBBY Management Corporation

BBBYCF LLC

BBBYTF LLC

bed 'n bath Stores Inc.

BWAO LLC

CHEF C HOLDINGS LLC

LIBERTY PROCUREMENT CO. INC.

Alamo Bed Bath & Beyond Inc.

Bed Bath & Beyond of

Annapolis Inc.

Bed Bath & Beyond of Arundel Inc.

Bed Bath & Beyond of Baton Rouge Inc.

Bed Bath & Beyond of

Birmingham Inc.

Bed Bath & Beyond of Bridgewater Inc.

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Bed Bath & Beyond of Davenport Inc.

Bed Bath & Beyond of Gallery Place, L.L.C.

Bed Bath & Beyond of East Hanover Inc.

Bed Bath & Beyond of Edgewater Inc.

Bed Bath & Beyond of Falls Church Inc.

Bed Bath & Beyond of Fashion Center Inc.

Bed Bath & Beyond of Frederick Inc.

Bed Bath & Beyond of

Gaithersburg Inc.

Bed Bath & Beyond of Knoxville Inc.

Bed Bath & Beyond of Lexington Inc.

Bed Bath & Beyond of Lincoln

Park Inc.

Bed Bath & Beyond of Louisville, Inc.

Bed Bath & Beyond of Mandeville Inc.

Bed Bath & Beyond of Opry Inc.

Bed Bath & Beyond of Overland Park Inc.

Bed Bath & Beyond of Palm Desert Inc.

Bed Bath & Beyond of Paradise Valley Inc.

Bed Bath & Beyond of Pittsford

Inc.

Bed Bath & Beyond of Portland Inc.

Bed Bath & Beyond of Rockford

Inc.

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Bed Bath & Beyond of Saint Louis Inc.

Bed Bath & Beyond of Towson Inc.

Bed Bath & Beyond of Virginia

Beach Inc.

Bed Bath & Beyond of Waldorf Inc.

Bed Bath & Beyond of Woodbridge Inc.

Buy Buy Baby of Rockville, Inc.

Buy Buy Baby of Springfield, Inc.

Buy Buy Baby of Totowa, Inc.

Deerbrook Bed Bath & Beyond
Inc.

Harmon of Brentwood Inc.

Harmon of Caldwell Inc.

Harmon of Carlstadt Inc.

Harmon of Franklin Inc.

Harmon of Greenbrook II Inc.

Harmon of Hackensack Inc.

Harmon of Hanover Inc.

Harmon of Hartsdale Inc.

Harmon of Manalapan Inc.

Harmon of Massapequa Inc.

Harmon of Melville Inc.

Harmon of New Rochelle Inc.

Harmon of Newton Inc.

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Harmon of Old Bridge Inc.

Harmon of Plainview Inc.

Harmon of Raritan Inc.

Harmon of Rockaway Inc.

Harmon of Shrewsbury Inc.

Harmon of Totowa Inc.

Harmon of Wayne Inc.

Harmon of Westfield Inc.

Harmon of Yonkers Inc.

San Antonio Bed Bath &

Beyond Inc.

Springfield Buy Buy Baby, Inc.

BBB Mexico LLC

Bed Bath & Beyond of Manhattan Inc.

Bed Bath & Beyond of Norman Inc.

Harmon of Roxbury Inc.

Of A Kind, Inc.

One Kings Lane LLC

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KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2022

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

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- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

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- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Form order – ntcorder

UNITED STATES BANKRUPTCY COURT

District of New Jersey
MLK Jr Federal Building
50 Walnut Street
Newark, NJ 07102

Case No.: 23–13359–VFP
Chapter: 11
Judge: Vincent F. Papalia

In Re: Debtor(s) (name(s) used by the debtor(s) in the last 8 years, including married, maiden, trade, and address):

Bed Bath & Beyond Inc.
650 Liberty Avenue
Union, NJ 07083

Social Security No.:

Employer's Tax I.D. No.:
11–2250488

NOTICE OF JUDGMENT OR ORDER
Pursuant to Fed. R. Bankr. P. 9022

Please be advised that on June 5, 2023, the court entered the following judgment or order on the court's docket in the above-captioned case:

Document Number: 617 – 413

Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of April 23, 2023. (Related Doc # 413). Service of notice of the entry of this order pursuant to Rule 9022 was made on the appropriate parties. See BNC Certificate of Notice. Signed on 6/1/2023. (jf)

Parties may review the order by accessing it through PACER or the court's electronic case filing system (CM/ECF). Public terminals for viewing are also available at the courthouse in each vicinage.

Dated: June 5, 2023

JAN: jf

Jeanne Naughton
Clerk

Exhibit B

Invoice

Document Page 38 of 328
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082102
Client Matter: 53510-4

In the Matter of Chapter 11 Filing and First Day Pleading

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 613.50

Total legal services rendered

\$ 613.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Josh Sussberg, P.C.	0.30	2,045.00	613.50
TOTALS	0.30		\$ 613.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Josh Sussberg, P.C.	0.30	Correspond with B. Sandler re term sheet (.1); correspond with E. Geier re same (.1); review, analyze same (.1).
Total		0.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082103
Client Matter: 53510-5

In the Matter of Corporate & Governance Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 92,014.00

Total legal services rendered

\$ 92,014.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Allison Azarloza	4.80	735.00	3,528.00
Alessandra Corona Henriques	15.00	995.00	14,925.00
Tamar Donikyan	5.60	1,945.00	10,892.00
Ross J. Fiedler	3.30	1,245.00	4,108.50
Emily Geier, P.C.	8.60	1,495.00	12,857.00
Jacquelyn M. Kasulis, P.C.	1.20	1,835.00	2,202.00
Abdullah J. Khan	6.00	735.00	4,410.00
Mike James Koch	0.10	735.00	73.50
Peter Liskanich	0.40	1,245.00	498.00
Christian O. Nagler, P.C.	1.80	2,045.00	3,681.00
Scott D. Price, P.C.	0.50	2,045.00	1,022.50
Sam Schaffer	3.40	995.00	3,383.00
Josh Sussberg, P.C.	2.50	2,045.00	5,112.50
Baya Yantren	14.40	985.00	14,184.00
Anthony Zangrillo	8.60	1,295.00	11,137.00
TOTALS	76.20		\$ 92,014.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Alessandra Corona Henriques	3.50	Draft, revise 10-K exhibit index and section 16 late filings (2.5); review correspondence to Company re conversion notice (1).
06/01/23	Abdullah J. Khan	3.00	Coordinate approval of conversion notice.
06/02/23	Alessandra Corona Henriques	2.00	Draft, revise 10-K (1.0); review correspondence to Company (1.0).
06/02/23	Emily Geier, P.C.	1.60	Prepare for and attend board meeting (.8); correspond with R. Fiedler, K&E team re same (.6); correspond with company re same (.2).
06/02/23	Abdullah J. Khan	1.00	Coordinate approval of conversion notice (.7); correspond with A. Henriques, K&E team re same (.3).
06/02/23	Christian O. Nagler, P.C.	0.50	Participate in board call re business updates.
06/02/23	Josh Sussberg, P.C.	0.80	Telephonically attend and participate in board meeting.
06/06/23	Alessandra Corona Henriques	1.00	Research re disclaimers for investor presentations in bankruptcy.
06/06/23	Jacquelyn M. Kasulis, P.C.	1.20	Prepare for disinterested directors meeting (.8); participate in disinterested directors meeting (.4).
06/08/23	Emily Geier, P.C.	0.80	Prepare for and attend weekly ad hoc board committee meeting.
06/09/23	Emily Geier, P.C.	0.60	Correspond with R. Fiedler, K&E team re governance matters.
06/10/23	Ross J. Fiedler	0.40	Review, revise Board materials re asset sale update and related matters (.3); correspond with E. Geier, K&E team and Lazard re same (.1).
06/11/23	Ross J. Fiedler	0.50	Attend telephone conference with board re stalking horse purchase agreement and related matters.
06/11/23	Emily Geier, P.C.	1.10	Participate in board meeting telephonically.
06/13/23	Alessandra Corona Henriques	1.00	Draft 8-K re purchase agreement and arrange for filing.
06/13/23	Ross J. Fiedler	0.70	Correspond with E. Geier, K&E team re 8-K filing (.2); telephone conferences with T. Donikyan re same (.3); review, analyze same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/23	Abdullah J. Khan	2.00	Draft 8-K re sale agreement.
06/13/23	Christian O. Nagler, P.C.	0.50	Telephonically attend board call re status updates.
06/13/23	Anthony Zangrillo	2.20	Review and analyze 8-K.
06/15/23	Emily Geier, P.C.	0.80	Prepare for and participate in weekly ad hoc board committee meeting.
06/16/23	Tamar Donikyan	1.00	Participate in Board meeting.
06/16/23	Tamar Donikyan	0.20	Correspond with D. Hunter, K&E team re DIP order and 8-K filing.
06/16/23	Ross J. Fiedler	0.50	Review, revise board materials re chapter 11 update, next steps (.5).
06/18/23	Allison Azarloza	1.20	Review board deck re bidder purchase agreements.
06/18/23	Peter Liskanich	0.40	Review board presentation re same (.3); correspond with S. Schaffer, K&E team re same (.1).
06/18/23	Sam Schaffer	1.40	Review Board presentation re bid summary.
06/19/23	Tamar Donikyan	1.00	Participate in board meeting (.5); correspond re 8-K filings (.5).
06/19/23	Ross J. Fiedler	0.50	Review, revise board materials re sale process.
06/19/23	Emily Geier, P.C.	1.70	Participate in board meeting telephonically (.8); correspond with R. Fiedler, K&E team re materials in preparation for same (.4); telephone conference with directors re claims matters (.5).
06/19/23	Sam Schaffer	2.00	Review Board presentation re bid summary.
06/19/23	Josh Sussberg, P.C.	0.90	Correspond re board meeting and timeline (.2); participate in board meeting (.7).
06/20/23	Alessandra Corona Henriques	1.00	Review and prepare 8-K re DIP order (.5); correspond with E. Geier, K&E team re same (.5).
06/20/23	Tamar Donikyan	0.50	Correspond with N. Sosnick re preparation of DIP order 8-K.
06/20/23	Anthony Zangrillo	1.00	Review and analyze 8-K.
06/21/23	Alessandra Corona Henriques	1.00	Draft, revise 8-K re final bidder (.5); correspond with R. Fiedler, K&E Team re monthly reports (.5).
06/21/23	Mike James Koch	0.10	Correspond with S. Helgason re board update re removal extension.
06/21/23	Anthony Zangrillo	0.70	Review and analyze 8-K.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/23	Alessandra Corona Henriques	1.50	Draft, revise 8-Ks regarding final DIP order, final bidder and 8-K re monthly report (1.0); coordinate filing re same (.5).
06/22/23	Tamar Donikyan	1.50	Review correspondence re 8-K on winning bid (1.0); conference with Fiedler, K&E team re same (.5).
06/22/23	Ross J. Fiedler	0.30	Review, analyze 8-K re sale process (.2); correspond with E. Geier, K&E team re same (.1).
06/22/23	Emily Geier, P.C.	0.70	Prepare for and attend weekly ad hoc board committee meeting.
06/22/23	Josh Sussberg, P.C.	0.40	Telephone conference with ad hoc committee re status.
06/22/23	Baya Yantren	3.50	Correspond and conference with C. Reum, K&E team re slide deck (1.0); review, revise documents for key document sample (2.5).
06/22/23	Anthony Zangrillo	1.30	Review and analyze 8-K.
06/23/23	Alessandra Corona Henriques	0.50	Coordinate filing of 8-K re monthly report.
06/23/23	Tamar Donikyan	0.70	Correspond with A. Henriques re 8-K filing for monthly report.
06/23/23	Ross J. Fiedler	0.40	Review, revise Board materials re chapter 11 update.
06/23/23	Josh Sussberg, P.C.	0.10	Telephone conference with WHP.
06/23/23	Baya Yantren	3.20	Review, revise materials re key document sample (1.5); correspond with A. Lullo and L. Beran re same (.5); correspond with A. Lullo and L. Beran re document review process (.5); organize slide deck process (.5); review, distribute to J. Kasulis (.2).
06/25/23	Baya Yantren	3.50	Review, analyze corporate materials.
06/26/23	Baya Yantren	4.20	Coordinate team review (1.5); telephone conference with C. Reum re slide deck (.5); telephone conference with D. Strecker and J. Kennedy re targeted searches (.5); coordinate interview outlines (1.7).
06/27/23	Alessandra Corona Henriques	1.00	Review correspondence re overstock closing (.5); draft, prepare 8-K (.5).
06/27/23	Tamar Donikyan	0.70	Correspond with company and R. Fiedler, K&E Team re sale 8-K (.2); review, revise drafts of same (.5).
06/27/23	Anthony Zangrillo	0.40	Review and analyze 8-K.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Alessandra Corona Henriques	1.50	Correspond with R. Fiedler, K&E team re 8-K re Overstock deal (1.0); coordinate filing re same (.5).
06/28/23	Anthony Zangrillo	1.00	Review and analyze 8-K.
06/29/23	Allison Azarloza	3.60	Draft and revise ancillaries to asset purchase agreement (1.8); coordinate re intellectual property assignment agreement (.5); compile schedules and other closing documents (1.3).
06/29/23	Alessandra Corona Henriques	1.00	Correspond with Nasdaq re filing of form 25.
06/29/23	Christian O. Nagler, P.C.	0.80	Telephonically attend and participate in board call re sales update.
06/29/23	Scott D. Price, P.C.	0.50	Review, analyze corporate settlement issues (.2); coordinate with K&E, advisors re same (.3).
06/29/23	Josh Sussberg, P.C.	0.30	Telephone conference with H. Edelman re director status (.2); correspond with same re director matters and next steps (.1).
06/29/23	Anthony Zangrillo	2.00	Review and analyze de-registration rules.
06/30/23	Emily Geier, P.C.	1.30	Attend and participate in board meeting telephonically (1.0); correspond with R. Fiedler, K&E team re materials in preparation for same (.3).
Total		76.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082104
Client Matter: 53510-6

In the Matter of Disclosure Statement/Plan/Confirmation

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 320,128.50

Total legal services rendered

\$ 320,128.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	5.60	995.00	5,572.00
Amie Marie Bauer	0.20	1,080.00	216.00
Jacob E. Black	23.50	885.00	20,797.50
Amy Donahue	1.80	480.00	864.00
Ross J. Fiedler	40.60	1,245.00	50,547.00
Max M. Freedman	3.80	885.00	3,363.00
Emily Geier, P.C.	22.10	1,495.00	33,039.50
Samantha Helgason	20.50	885.00	18,142.50
Richard U. S. Howell, P.C.	0.60	1,620.00	972.00
Derek I. Hunter	9.90	1,375.00	13,612.50
Sarah R. Margolis	34.20	995.00	34,029.00
Chris Pavlovich	20.60	995.00	20,497.00
Zak Piech	3.80	735.00	2,793.00
William T. Pruitt	1.20	1,550.00	1,860.00
Zak Read	28.70	735.00	21,094.50
Christine Shang	0.10	1,215.00	121.50
Michael A. Sloman	6.90	885.00	6,106.50
Noah Z. Sosnick	56.70	995.00	56,416.50
Charles B. Sterrett	2.70	1,155.00	3,118.50
Jessica M. Yeh	8.80	1,395.00	12,276.00
Mary Catherine Young	19.50	735.00	14,332.50
Tanzila Zomo	1.10	325.00	357.50
TOTALS	312.90		\$ 320,128.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Ross J. Fiedler	3.00	Telephone conference with K&E team, Proskauer team re critical workstreams (.5); telephone conference with Debtors, Pachulski and Proskauer re same (.5); telephone conference with N. Sosnick, K&E team re key deal workstreams (.5); analyze UCC settlement considerations (.3); draft UCC settlement term sheet (.5); correspond with N. Sosnick, E. Geier re same (.3); telephone conference with D. Hunter, K&E team re work in process, next steps (.4).
06/01/23	Emily Geier, P.C.	3.70	Correspond with R. Fiedler, K&E team re plan settlement (1.7); research re same (1.4); telephone conferences with R. Fiedler, K&E team re same (.6).
06/01/23	Samantha Helgason	0.40	Conference with R. Fiedler, K&E team re disclosure statement, plan timeline.
06/01/23	Derek I. Hunter	1.80	Conference with E. Geier, K&E team, Proskauer re Debtors, UCC, FILO.
06/01/23	Christine Shang	0.10	Correspond with R. Fiedler, K&E team re DIP hearing status.
06/01/23	Noah Z. Sosnick	0.80	Telephone conference with R. Fiedler, K&E team re deal workstreams (.6); correspond with E. Geier, R. Fiedler re same (.2).
06/01/23	Mary Catherine Young	0.80	Conference with R. Fiedler, N. Sosnick re work in process re chapter 11 plan, timing considerations re same.
06/02/23	Ross J. Fiedler	1.80	Telephone conference with N. Sosnick, K&E team re UCC settlement term sheet (.5); telephone conference with N. Sosnick re same (.5); review, revise same (.3); analyze issues re same (.5).
06/02/23	Derek I. Hunter	0.30	Correspond with UCC re case issues, order comments.
06/02/23	Sarah R. Margolis	0.10	Correspond with E. Geier re Company claim.
06/02/23	Noah Z. Sosnick	5.70	Draft settlement term sheet (3.3); revise same (2.0); telephone conferences with R. Fiedler re same (.4).

Legal Services for the Period Ending June 30, 2023

Document

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Bed Bath and Beyond Inc.

Invoice Number:

1050082104

Matter Number:

53510-6

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/23	Mary Catherine Young	1.00	Analyze timing considerations re chapter 11 plan, confirmation (.3); revise timeline re same (.7).
06/03/23	Noah Z. Sosnick	5.60	Draft and revise settlement term sheet (4.0); research re same (1.1); correspond with E. Geier, R. Fiedler re same (.5).
06/03/23	Mary Catherine Young	1.90	Draft summary re disclosure statement filing considerations (.6); analyze issues re same (1.3).
06/04/23	Ross J. Fiedler	0.50	Correspond with N. Sosnick, K&E team re confirmation timeline (.2); analyze same (.3).
06/04/23	Noah Z. Sosnick	1.00	Review and revise proposed case timeline (.7); correspond with R. Fiedler, K&E team re same (.3).
06/04/23	Mary Catherine Young	2.00	Correspond with N. Sosnick, M. Freedman, Cole Schotz re disclosure statement, plan filing considerations (.7); analyze issues re same (.4); draft summary re same (.9).
06/05/23	Amie Marie Bauer	0.20	Correspond with R. Fiedler, K&E team re DIP hearing.
06/05/23	Ross J. Fiedler	1.20	Telephone conference with N. Sosnick, K&E team, Pachulski, and Proskauer re settlement term sheet (.5); review, revise same (.4); correspond with N. Sosnick re same (.3).
06/05/23	Emily Geier, P.C.	0.60	Telephone conference with company, R. Fiedler, K&E team re plan and next steps.
06/05/23	Noah Z. Sosnick	2.70	Telephone conference with E. Geier, K&E team re plan (.5); revise settlement term sheet (1.4); correspond with R. Fiedler re plan considerations (.3); review and analyze issues re same (.5).
06/05/23	Mary Catherine Young	0.50	Review, analyze considerations re chapter 11 plan.
06/05/23	Mary Catherine Young	0.80	Telephonically attend UCC settlement term sheet conference.
06/06/23	Ross J. Fiedler	1.00	Telephone conference with N. Sosnick, K&E team, Proskauer and Pachulski re settlement term sheet (.5); correspond with N. Sosnick, K&E team, creditor advisors re same (.5).
06/06/23	Derek I. Hunter	0.20	Correspond with UCC re case issues, order comments.
06/06/23	Chris Pavlovich	0.40	Review, revise disclosure statement.

Legal Services for the Period Ending June 30, 2023

Invoice Number:

1050082104

Bed Bath and Beyond Inc.

Matter Number:

53510-6

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/23	William T. Pruitt	1.20	Review, analyze settlement term sheet and related coverage issues (.5); telephone conference with lender counsel re same (.2); review, analyze and revise draft term sheet (.4); correspond with E. Geier re same (.1).
06/06/23	Noah Z. Sosnick	5.30	Draft and revise plan, settlement term sheet (2.4); correspond with K&E team re same (.8); telephone conference with Proskauer, PR re same (.5); research re insurance provisions (1.3); correspond with K&E team re same (.3).
06/07/23	Emily Geier, P.C.	0.80	Telephone conference with K&E team, Lazard, Alix re plan next steps.
06/07/23	Derek I. Hunter	1.30	Review, analyze documents re settlement constructs, plan (.1); correspond with R. Fiedler, K&E team re settlement constructs and related analysis (.9); correspond with UCC re case issues, order comments (.3).
06/07/23	Chris Pavlovich	1.70	Research re disclosure statements (.9); review, revise same (.7); correspond with M. Sloman re same (.1).
06/08/23	Ross J. Fiedler	2.40	Telephone conferences with N. Sosnick, K&E team, Proskauer and Pachulski re term sheet (1.7); correspond with E. Geier, K&E team re same (.2); telephone conference with D. Hunter, K&E team re case next steps (.5).
06/08/23	Derek I. Hunter	1.20	Review, analyze documents re settlement constructs (.8); correspond with R. Fiedler, K&E team re settlement constructs and related analysis (.2); correspond with UCC re case issues, order comments (.2).
06/08/23	Chris Pavlovich	2.90	Review, revise disclosure statement (.9); research re disclosure statement motion (.6); review, revise disclosure statement motion (1.4).
06/08/23	Michael A. Sloman	0.60	Review, revise disclosure statement.
06/08/23	Noah Z. Sosnick	2.60	Telephone conference with E. Geier, Pachulski, Proskauer re plan (.7); telephone conferences with R. Fiedler, K&E team re same (.7); review and revise plan, settlement term sheet (1.0); correspond with K&E team re same (.2).
06/09/23	Amy Donahue	1.30	Draft and revise exclusivity extension motion shell.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/23	Ross J. Fiedler	2.30	Telephone conference with Proskauer, Pachulski and D. Hunter, K&E team re term sheet (.9); telephone conference with N. Sosnick, K&E team re same (.5); correspond with E. Geier, K&E team re same (.5); telephone conferences with E. Geier, N. Sosnick re same (.4).
06/09/23	Max M. Freedman	1.00	Conference with R. Fiedler, N. Sosnick re plan issues.
06/09/23	Derek I. Hunter	0.60	Correspond with UCC re case issues, order comments.
06/09/23	Chris Pavlovich	2.60	Research re disclosure statement (.9); review, revise same (1.6); correspond with M. Sloman re same (.1).
06/09/23	Michael A. Sloman	2.00	Review, revise disclosure statement.
06/09/23	Noah Z. Sosnick	4.60	Telephone conference with Proskauer, R. Fiedler, K&E team re plan, term sheet (.9); telephone conferences with R. Fiedler, K&E team re same (.5); draft and revise plan, settlement term sheet (2.4); review and analyze issues re same (.8).
06/09/23	Charles B. Sterrett	0.80	Review, analyze precedent re plan exclusivity.
06/09/23	Mary Catherine Young	0.50	Conference with N. Sosnick re chapter 11 plan considerations (.2); analyze considerations re same (.3).
06/10/23	Noah Z. Sosnick	2.50	Draft and revise settlement term sheet (1.8); review and analyze issues re same (.7).
06/10/23	Charles B. Sterrett	0.60	Review, analyze diligence re plan sale considerations (.4); correspond with N. Sosnick, K&E team re same (.2).
06/11/23	Charles B. Sterrett	0.60	Review, analyze diligence materials re plan sale term sheet, related issues.
06/11/23	Mary Catherine Young	0.50	Review, revise plan documents re litigation trust considerations.
06/12/23	Ross J. Fiedler	1.90	Telephone conference with Company, E. Geier re update and next steps (.5); telephone conference with D. Hunter, K&E team re same (.5); correspond with E. Geier, K&E team re plan, related issues (.5); telephone conference with E. Geier re same, related issues (.4).

Legal Services for the Period Ending June 30, 2023

Invoice Number:

1050082104

Bed Bath and Beyond Inc.

Matter Number:

53510-6

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Max M. Freedman	1.30	Review, analyze settlement term sheet issues (.6); correspond with M. Young re same (.2); conference with M. Young re same (.5).
06/12/23	Emily Geier, P.C.	0.60	Telephone conference with Company, R. Fiedler, K&E team re plan and next steps.
06/12/23	Samantha Helgason	2.00	Draft disclosure statement motion exhibits.
06/12/23	Chris Pavlovich	1.70	Review, revise disclosure statement motion (1.5); analyze precedent re same (.2).
06/12/23	Michael A. Sloman	4.30	Review, revise disclosure statement (3.9); further revise same (.4).
06/12/23	Charles B. Sterrett	0.70	Review, analyze precedent, research re plan exclusivity extension.
06/12/23	Mary Catherine Young	6.50	Revise plan term sheet (1.6); correspond with M. Freedman re same (.2); correspond with N. Sosnick, K&E team re plan, confirmation timeline (.5); conference with M. Freedman re plan considerations (.5); draft, revise plan term sheet, plan re same (3.7).
06/13/23	Ross J. Fiedler	0.20	Correspond with Kroll re servicing, solicitation and noticing.
06/13/23	Samantha Helgason	1.80	Draft disclosure statement motion exhibits.
06/13/23	Chris Pavlovich	3.60	Research re disclosure statement motion precedent (.4); review, revise same (3.2).
06/14/23	Ross J. Fiedler	0.50	Correspond with Company advisors, creditor advisors re bondholder group issues.
06/14/23	Emily Geier, P.C.	0.80	Telephone conference with R. Fiedler, K&E team, Lazard, Alix re plan next steps.
06/14/23	Samantha Helgason	1.10	Draft disclosure statement motion exhibits.
06/14/23	Mary Catherine Young	0.50	Analyze plan, confirmation timeline considerations.
06/15/23	Samantha Helgason	0.10	Draft disclosure statement motion exhibits.
06/16/23	Ross J. Fiedler	2.60	Telephone conference with Company, E. Geier re update, next steps (.5); correspond with creditor advisors, company advisors re bondholder group matters (.5); correspond with N. Sosnick, K&E team, Alix and Cole Schotz re bondholder information requests (.8); review, analyze bondholder NDA (.3); telephone conference with E. Geier, K&E team re plan, and next steps (.5).
06/16/23	Emily Geier, P.C.	1.30	Correspond and telephone conference with R. Fiedler, K&E team re chapter 11 plan.

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Bed Bath and Beyond Inc.

Invoice Number:

1050082104

Matter Number:

53510-6

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/23	Samantha Helgason	1.70	Draft disclosure statement motion exhibits.
06/16/23	Derek I. Hunter	0.80	Correspond with UCC re case issues, order comments.
06/16/23	Chris Pavlovich	1.60	Review, revise disclosure statement, motion (1.4); correspond with R. Fiedler, S. Helgason re same (.2).
06/16/23	Noah Z. Sosnick	1.80	Draft and revise bondholder NDA (1.5); correspond with A. Glenn re DIP, budget materials (.3).
06/17/23	Ross J. Fiedler	0.50	Telephone conference with Glenn Agre, Alix and K&E team re information requests, related issues.
06/17/23	Derek I. Hunter	0.50	Correspond UCC re case issues, order comments.
06/18/23	Chris Pavlovich	2.80	Review, revise disclosure statement, motion (1.8); review, revise disclosure statement (1.0).
06/19/23	Ross J. Fiedler	0.80	Correspond with Kroll re noticing and servicing process (.3); correspond with N. Sosnick, K&E team re plan and confirmation timeline (.5).
06/19/23	Emily Geier, P.C.	0.60	Correspond with J. Sussberg re timeline (.3); review and revise same (.1); correspond with J. Sussberg, K&E team re same (.2).
06/19/23	Samantha Helgason	0.10	Review, analyze correspondence re disclosure statement.
06/19/23	Derek I. Hunter	1.40	Review, analyze documents re settlement constructs (.1); correspond with K&E team re settlement constructs and related analysis (.9); correspond UCC re case issues, order comments (.4).
06/19/23	Chris Pavlovich	2.30	Review, revise disclosure statement (2.1); correspond with S. Helgason re same (.2).
06/19/23	Zak Piech	3.50	Research re plan exclusivity motion precedent (2.1); draft motion re same (1.4).
06/19/23	Noah Z. Sosnick	2.20	Review and revise plan (1.5); revise plan timelines (.4); correspond with R. Fiedler, K&E re same (.3).
06/19/23	Mary Catherine Young	1.00	Analyze considerations re confirmation timeline (.5); correspond with N. Sosnick, K&E team re same (.2); revise chapter 11 plan (.3).

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Bed Bath and Beyond Inc.

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Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/23	Ross J. Fiedler	1.00	Telephone conference with joint venture partner re joint venture (.5); correspond with N. Sosnick, K&E team re next steps (.5).
06/20/23	Emily Geier, P.C.	0.60	Telephone conference with client, R. Fiedler, K&E team re plan and next steps.
06/20/23	Noah Z. Sosnick	5.70	Draft and revise chapter 11 plan (4.0); review and analyze precedent re same (1.3); correspond with R. Fiedler, K&E team re same (.4).
06/21/23	Jacob E. Black	4.20	Telephone conference with R. Fiedler re disclosure statement motion, exhibits (.1); telephone conference with C. Pavlovich re same (.2); draft, revise disclosure statement, exhibits (3.7); correspond with Kroll and K&E team re same (.2).
06/21/23	Ross J. Fiedler	1.30	Correspond with Glenn Agre, AlixPartners re bondholder information requests (.5); correspond with N. Sosnick, K&E team re disclosure statement and plan (.5); correspond with Kroll re noticing and servicing process (.3).
06/21/23	Emily Geier, P.C.	1.80	Revise plan settlement term sheet (1.6); correspond with N. Sosnick, K&E team re same (.2).
06/21/23	Chris Pavlovich	1.00	Correspond with J. Black, Z. Read, S. Margolis re disclosure statement motion (.6); review, revise same (.3); research re same (.1).
06/21/23	Noah Z. Sosnick	2.40	Draft and revise chapter 11 plan (2.0); correspond with E. Geier, K&E team re same (.4).
06/22/23	Olivia Acuna	1.00	Analyze, revise disclosure statement.
06/22/23	Jacob E. Black	9.00	Telephone conference with Z. Piech re disclosure statement motion (.1); telephone conference with S. Margolis re same (.2); draft conditional disclosure statement motion (3.8); draft, revise exhibits re same (3.9); draft, revise disclosure statement order (1.0).
06/22/23	Ross J. Fiedler	2.00	Telephone conference with N. Sosnick, K&E team re case strategy, next steps (.5); telephone conference with Kroll re servicing and noticing matters (.5); correspond with N. Sosnick, K&E team re plan (.5); analyze issues re same (.5).

Legal Services for the Period Ending June 30, 2023

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Bed Bath and Beyond Inc.

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Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/23	Emily Geier, P.C.	0.70	Correspond with R. Fiedler, K&E team re plan and disclosure statement.
06/22/23	Samantha Helgason	2.40	Review, revise disclosure statement.
06/22/23	Sarah R. Margolis	4.50	Review, revise disclosure statement motion, solicitation procedures, exhibits (3.9); correspond with R. Fiedler, J. Black re same (.3); telephone conference with J. Black re same (.3).
06/22/23	Zak Read	5.00	Review, revise disclosure statement motion exhibits (3.9); further revise same (.7); conference with J. Black re same (.2); correspond with S. Margolis, K&E team re same (.1); correspond with R. Fiedler, K&E team re same (.1).
06/22/23	Noah Z. Sosnick	1.50	Review and revise chapter 11 plan.
06/22/23	Mary Catherine Young	1.00	Review, revise chapter 11 plan, correspondence re same.
06/23/23	Jacob E. Black	10.30	Telephone conference with S. Margolis re disclosure statement motion, exhibits (.2); draft disclosure statement motion (3.9); review, revise same (3.7); correspond with S. Margolis, K&E team and Kroll re same (.3); further revise disclosure statement motion (2.2).
06/23/23	Ross J. Fiedler	2.30	Correspond with E. Geier, K&E team re bondholder group requests, related issues (1.0); review, revise disclosure statement motion (.4); correspond with Z. Read, K&E team re same (.2); telephone conference with Glenn Agre, K&E team and AlixPartners re information requests (.5); correspond with Glenn Agre re same (.2).
06/23/23	Derek I. Hunter	1.30	Review, analyze documents re settlement constructs (.2); correspond with R. Fiedler, K&E team re settlement constructs and related analysis (.8); correspond UCC re case issues, order comments (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/23	Sarah R. Margolis	2.30	Correspond with J. Black re disclosure statement motion re exclusivity (.2); research bankruptcy rules re same (.4); telephone conference with J. Black re same (.2); correspond with Kroll team re disclosure statement motion (.2); review, revise disclosure statement motion, exhibits re same (1.3).
06/23/23	Zak Piech	0.30	Review, revise plan exclusivity motion.
06/23/23	Zak Read	3.00	Review, analyze disclosure statement motion re solicitation, open items, related considerations (.4); draft summary re same (.3); correspond with S. Margolis, K&E team re same (.2); review correspondence from Kroll re same (.1); review, revise disclosure statement motion exhibits (1.9); correspond with J. Black, K&E team re same (.1).
06/23/23	Noah Z. Sosnick	1.10	Telephone conference with Glenn Agre re deal issues.
06/23/23	Tanzila Zomo	1.00	Compile disclosure statement motion exhibits.
06/24/23	Ross J. Fiedler	2.90	Review, revise disclosure statement motion (1.0); correspond with C. Pavlovich, K&E team re same (.3); telephone conferences with J. Black, N. Sosnick re plan, disclosure statement and DIP matters (.8); review, analyze and revise plan (.5); correspond with N. Sosnick re same (.3).
06/24/23	Richard U. S. Howell, P.C.	0.60	Review correspondence and other materials re potential challenge from bond holder group (.4); review materials in preparation for sale hearing (.2).
06/24/23	Sarah R. Margolis	0.90	Review, revise disclosure statement motion, solicitation procedures, ballots.
06/24/23	Zak Read	3.80	Review, analyze disclosure statement motion, exhibits re solicitation, related considerations (3.3); review, revise disclosure statement motion, exhibits (.2); conference with J. Black re same (.3).

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Bed Bath and Beyond Inc.

Invoice Number:

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Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/23	Ross J. Fiedler	2.20	Telephone conference with N. Sosnick, K&E team re Glenn Agre bondholder group issues (.5); telephone conference with Cole Schotz, E. Geier, and K&E team re same (.5); review, revise letter to Glenn Agre (.2); review, analyze disclosure statement, related issues (.5); telephone conference with E. Geier re next steps (.5).
06/25/23	Sarah R. Margolis	4.00	Review, revise disclosure statement motion, solicitation procedures (3.3); correspond with Z. Read re same (.2); correspond with J. Black re same (.1); correspond with Kroll team re same (.2); correspond with Cole Schotz re same (.2).
06/25/23	Zak Read	1.70	Review, revise disclosure statement motion, order, exhibits (1.2); correspond with S. Margolis re same (.2); review correspondence from R. Fiedler, Kroll, Cole Schotz re same (.3).
06/26/23	Samantha Helgason	0.10	Correspond with O. Acuna re disclosure statement.
06/26/23	Sarah R. Margolis	8.00	Review, revise disclosure statement motion, order, solicitation procedures (3.9); review, revise voting ballots, notices, exhibits re disclosure statement motion (3.5); correspond with Z. Read re same (.3); correspond with Kroll team re same (.2); correspond with Cole Schotz re same (.1).
06/26/23	Zak Read	6.30	Review, revise disclosure statement motion, order, exhibits (3.9); correspond with S. Margolis re same (.4); conference with Kroll, S. Margolis re same (.1); further review, revise same (1.8); correspond with R. Fiedler re same (.1).
06/27/23	Ross J. Fiedler	0.80	Correspond with N. Sosnick, K&E team re Glenn Agre bondholder NDA (.3); correspond with D. Hunter, K&E team re high priority items and next steps (.5).
06/27/23	Sarah R. Margolis	0.80	Review, revise disclosure statement motion; correspond with Z. Read re same (.6); correspond with Kroll team re same (.1); correspond with Cole Schotz re same (.1).
06/28/23	Olivia Acuna	1.10	Revise disclosure statement (.8); correspond with S. Helgason re same (.3).

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Invoice Number:

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Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Samantha Helgason	2.00	Review, revise disclosure statement re recent developments (1.5); correspond with O. Acuna re same (.1); further revise same (.3); correspond with R. Fiedler re same (.1).
06/28/23	Sarah R. Margolis	3.80	Research case law re confirmation considerations (3.0); draft reply, summary re same (.8).
06/28/23	Sarah R. Margolis	0.20	Correspond with Z. Read re disclosure statement motion (.1); correspond with S. Helgason re same (.1).
06/28/23	Zak Read	0.10	Correspond with R. Fiedler, K&E team re disclosure statement motion, related considerations.
06/28/23	Jessica M. Yeh	6.80	Review, analyze bankruptcy plan and disclosure statement (3.0); revise same (3.8).
06/29/23	Ross J. Fiedler	3.00	Telephone conference with D. Hunter, K&E team re strategy, next steps (.5); coordinate Glenn Agre bondholder signature (.2); review, revise disclosure statement motion (1.5); correspond with D. Hunter, K&E team re same (.3); analyze precedent, issues re same (.5).
06/29/23	Emily Geier, P.C.	9.40	Review chapter 11 plan (3.4); revise same (3.0); correspond with D. Hunter, K&E team re same (.6); revise plan settlement term sheet (1.7); correspond with Proskauer re same (.7).
06/29/23	Samantha Helgason	0.80	Review, revise disclosure statement with tax considerations.
06/29/23	Sarah R. Margolis	2.60	Research case law re confirmation considerations (1.0); correspond with I. Paretti re same (.1); draft summary re same (1.0); research case filings re same (.5).
06/29/23	Noah Z. Sosnick	3.30	Revise correspondence with PR re plan milestone (.2); draft and revise plan (2.7); correspond with R. Fiedler, K&E team re same (.4).
06/29/23	Jessica M. Yeh	0.50	Review, revise disclosure statement.
06/29/23	Mary Catherine Young	0.30	Correspond with Proskauer team re DIP milestones re plan filing, confirmation deadline.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/23	Olivia Acuna	3.50	Telephone conference with R. Fiedler, S. Helgason re disclosure statement (.4); telephone conference with Alix team, R. Fiedler, K&E team re financial analysis (.5); analyze precedent re same (1.2); correspond with S. Helgason, R. Fiedler re same (.4); revise disclosure statement (1.0).
06/30/23	Amy Donahue	0.50	Research and review disclosure statement precedent.
06/30/23	Ross J. Fiedler	6.40	Review, revise disclosure statement motion (1.0); correspond with S. Margolis, K&E team re same (.4); telephone conference with S. Margolis, K&E team re same (.5); prepare confirmation timeline (.2); revise same (.2); review, revise disclosure statement (1.5); correspond with O. Acuna re same (.3); review, analyze capital lease obligations (.4); telephone conference with Alix, K&E team re liquidation analysis (.5); analyze issues re same (.4); review, analyze plan, related issues (1.0).
06/30/23	Max M. Freedman	1.50	Research, analyze plan issues (1.1); review correspondence re same (.4).
06/30/23	Emily Geier, P.C.	1.20	Correspond with Alix, R. Fiedler, K&E team re DS and exhibits (.4); telephone conference and correspond with R. Fiedler, K&E team re plan and timeline (.8).
06/30/23	Samantha Helgason	8.00	Telephone conference with R. Fiedler, O. Acuna re disclosure statement edits (.4); review, revise disclosure statement (3.9); telephone conference with Alix, R. Fiedler, K&E team re liquidation analysis (.5); telephone conference with R. Fiedler, O. Acuna re liquidation analysis (.3); review, analyze precedent re same (.4); correspond with O. Acuna re same (.3); review, analyze correspondence re solicitation timeline (.4); further revise disclosure statement (1.8).
06/30/23	Derek I. Hunter	0.50	Conference with R. Fiedler, K&E team re plan settlement considerations.

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Invoice Number: 1050082104

Bed Bath and Beyond Inc.

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Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/23	Sarah R. Margolis	7.00	Review, revise disclosure statement motion, solicitation procedures (4.0); research NJ pleadings re same (1.8); review, analyze chapter 11 plan re same (.4); correspond with Z. Piech re same (.5); review correspondence from Kroll re same (.3).
06/30/23	Zak Read	8.80	Correspond with R. Fiedler, K&E team re disclosure statement motion, order, exhibits (.2); conference with R. Fiedler, K&E team re same (.2); review, revise same (3.9); correspond with Kroll re same (.3); conference with same re same (.1); correspond with S. Margolis re same (.2); further revise same (3.3); correspond with R. Fiedler, K&E team re same (.2); conference with R. Fiedler, K&E team, AlixPartners re disclosure statement (.4).
06/30/23	Noah Z. Sosnick	7.90	Draft and revise plan (4.0); further draft and revise same (2.8); telephone conference with R. Fiedler re same (.3); research re same (.5); correspond with M. Young, S. Margolis re plan (.3).
06/30/23	Jessica M. Yeh	1.50	Review and revise disclosure statement.
06/30/23	Mary Catherine Young	2.20	Correspond with N. Sosnick, R. Fiedler re plan considerations (.4); research re same (1.8).
06/30/23	Tanzila Zomo	0.10	Research precedent re disclosure statements.
Total		312.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082105
Client Matter: 53510-7

In the Matter of DIP Financing and Cash Collateral

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 320,498.00

Total legal services rendered

\$ 320,498.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	5.30	995.00	5,273.50
Amie Marie Bauer	6.00	1,080.00	6,480.00
Seth Cohen	4.50	985.00	4,432.50
Ross J. Fiedler	40.80	1,245.00	50,796.00
Max M. Freedman	7.30	885.00	6,460.50
Emily Geier, P.C.	70.50	1,495.00	105,397.50
Richard U. S. Howell, P.C.	17.80	1,620.00	28,836.00
Derek I. Hunter	20.00	1,375.00	27,500.00
Casey McGushin	2.60	1,415.00	3,679.00
Chris Pavlovich	0.90	995.00	895.50
Zak Piech	8.30	735.00	6,100.50
Zak Read	6.40	735.00	4,704.00
Elizabeth M. Roberts	0.50	1,295.00	647.50
Tuba Sahiti	0.80	885.00	708.00
Christine Shang	1.30	1,215.00	1,579.50
Noah Z. Sosnick	50.00	995.00	49,750.00
Josh Sussberg, P.C.	7.90	2,045.00	16,155.50
Mary Catherine Young	1.50	735.00	1,102.50
TOTALS	252.40		\$ 320,498.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Olivia Acuna	0.90	Coordinate telephone conference for K&E and Alix teams (.2); analyze DIP reporting (.7).
06/01/23	Emily Geier, P.C.	1.30	Correspond with D. Hunter, K&E team, AlixPartners re DIP issues.
06/01/23	Elizabeth M. Roberts	0.50	Analyze cash collateral agreement and DIP agreement re prepayment requirements.
06/01/23	Noah Z. Sosnick	2.60	Draft and revise settlement term sheet.
06/02/23	Olivia Acuna	0.50	Telephone conference with E. Geier, R. Fiedler, N. Sosnick, Alix team re DIP reporting.
06/02/23	Ross J. Fiedler	0.60	Telephone conference with AlixPartners, E. Geier re DIP reporting, related issues (.5); correspond with AlixPartners re same (.1).
06/02/23	Emily Geier, P.C.	1.60	Correspond with K&E team re DIP settlement.
06/03/23	Emily Geier, P.C.	5.80	Revise DIP settlement term sheet (4.3); research re same (1.5).
06/04/23	Ross J. Fiedler	2.70	Telephone conference with E. Geier, K&E team re UCC settlement term sheet (.5); correspond with E. Geier, K&E team, Company advisors re same (.5); review, analyze issues re same (.5); review, revise DIP order (.5); correspond with N. Sosnick re same (.3); correspond with C. McGushin, K&E team (.4).
06/04/23	Noah Z. Sosnick	3.90	Draft and revise settlement term sheet (2.7); telephone conference with Company re same (.5); review and analyze issues re same (.5); correspond with Proskauer, Pachulski teams re same (.2).
06/04/23	Josh Sussberg, P.C.	0.70	Correspond with E. Geier, K&E team re term sheet (.2); telephone conference with D. Kastin, H. Etlin and K&E team re same (.5).
06/05/23	Ross J. Fiedler	0.60	Correspond with Alix re DIP budget (.2); review, revise DIP order (.4).
06/05/23	Emily Geier, P.C.	3.60	Correspond and telephone conference with UCC, FILO lenders re DIP settlement (2.1); correspond with K&E team re same (1.3); correspond with Alix team re same (.2).

Legal Services for the Period Ending June 30, 2023

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Invoice Number: 1050082105

Bed Bath and Beyond Inc.

Matter Number: 53510-7

DIP Financing and Cash Collateral

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Richard U. S. Howell, P.C.	0.40	Analyze materials re DIP and second day hearing issues.
06/05/23	Chris Pavlovich	0.80	Telephone conference with E. Geier, Proskauer, lenders counsel re DIP order.
06/05/23	Zak Read	2.70	Research, analyze case law re final DIP order considerations (1.9); draft summary re same (.4); conference with N. Sosnick re same (.1); correspond with N. Sosnick, K&E team re same (.2); correspond with R. Fiedler, K&E team re same (.1).
06/05/23	Tuba Sahiti	0.80	Prepare for teleconference with the UCC, Proskauer team re settlement term sheet (.3); telephone conference with UCC, Proskauer team re same (.5).
06/05/23	Noah Z. Sosnick	2.20	Telephone conference with E. Geier, K&E team, Proskauer, Pachulski re DIP settlement (.5); review and analyze issues re settlement (1.0); telephone conference with M. Freedman re settlement precedent language (.3); correspond with R. Fiedler, K&E team re DIP hearing, settlement issues (.4) .
06/06/23	Ross J. Fiedler	0.10	Correspond with N. Sosnick, K&E team re DIP order.
06/06/23	Max M. Freedman	0.80	Conference with E. Geier, K&E team, Alix team re DIP issues.
06/06/23	Emily Geier, P.C.	4.30	Telephone conference with Alix team re DIP budget (.6); correspond and conference with parties re DIP settlement (3.1); revise re same (.6).
06/06/23	Richard U. S. Howell, P.C.	0.30	Review, analyze materials re DIP hearing settlement and related issues.
06/06/23	Derek I. Hunter	0.30	Correspond with N. Sosnick, K&E team, Company re financing issues.
06/06/23	Zak Read	0.20	Research case law re DIP financing considerations (.1); correspond with R. Fiedler, K&E team re same (.1).
06/06/23	Josh Sussberg, P.C.	0.10	Correspond re DIP and term sheet status.
06/07/23	Olivia Acuna	0.70	Correspond with E. Geier, Alix team re DIP reporting (.1); analyze professional fees (.6).
06/07/23	Ross J. Fiedler	0.90	Correspond with Texas Taxing Authorities re DIP order (.4); telephone conference with Proskauer, N. Sosnick, K&E team re WARN DIP issues (.5).

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Bed Bath and Beyond Inc.

Matter Number: 53510-7

DIP Financing and Cash Collateral

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/23	Emily Geier, P.C.	4.20	Correspond and conference with UCC, FILO, R. Fiedler, K&E team re DIP settlement negotiations (3.5); revise re same (.7).
06/07/23	Josh Sussberg, P.C.	0.10	Correspond re DIP and term sheet status.
06/08/23	Ross J. Fiedler	0.60	Correspond with Alix re DIP budget (.3); correspond with Proskauer, Pachulski teams re DIP milestones (.3).
06/08/23	Emily Geier, P.C.	4.90	Revise settlement term sheet (1.8); correspond and conference with UCC, FILO, R. Fiedler, K&E team re DIP settlement negotiations (3.1).
06/08/23	Josh Sussberg, P.C.	0.30	Telephone conference with E. Geier re DIP status (.2); correspond re same (.1).
06/09/23	Ross J. Fiedler	0.30	Correspond with Alix team, E. Geier, K&E team re DIP budget.
06/09/23	Emily Geier, P.C.	5.30	Correspond and conference with UCC, FILO, N. Sosnick, K&E team re DIP budget and settlement negotiations (3.1); correspond and conference with Alix, N. Sosnick, K&E team re budget (2.2).
06/09/23	Derek I. Hunter	0.40	Conference with E. Geier, K&E team, Company, advisors re financing and other related issues.
06/09/23	Josh Sussberg, P.C.	0.40	Correspond with E. Geier re DIP (.2); correspond with E. Geier re Overstock APA (.1); correspond with E. Geier re term sheet (.1).
06/10/23	Ross J. Fiedler	2.80	Correspond with Texas Taxing Authorities re DIP order (.4); analyze issues re same (.2); review, revise DIP order (.3); correspond with Alix team, D. Hunter, K&E team and other Company advisors re DIP issues (1.5); telephone conferences with Alix team, Kroll team re same (.4).
06/10/23	Derek I. Hunter	0.60	Conference with R. Fiedler, K&E team, Company, advisors re financing and other related issues.
06/11/23	Ross J. Fiedler	1.50	Correspond with Company advisors and creditor advisors re DIP order and related issues (1.0); analyze Texas Taxing Authorities objection and related issues (.5).

Legal Services for the Period Ending June 30, 2023

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Bed Bath and Beyond Inc.

Invoice Number:

1050082105

DIP Financing and Cash Collateral

Matter Number:

53510-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/23	Max M. Freedman	3.60	Review, revise sale order (1.1); correspond with R. Fiedler, N. Sosnick re same (.7); draft sealing motion (1.2); correspond with Cole Schotz team re same (.3); correspond with E. Geier re sale order issues (.3).
06/11/23	Emily Geier, P.C.	2.60	Correspond with client, UCC, FILO lenders re DIP settlement and order (1.8); telephone conferences with client, UCC and FILO lenders re same (.8).
06/11/23	Richard U. S. Howell, P.C.	0.30	Review, analyze correspondence re issues for potential DIP hearing.
06/11/23	Derek I. Hunter	0.60	Correspond with R. Fiedler, K&E team, Company re financing issues.
06/11/23	Noah Z. Sosnick	3.80	Draft and revise Final DIP Order (2.8); correspond with E. Geier, R. Fiedler re same (.5); correspond with Cole Schotz team re DIP exhibits (.2); correspond with Proskauer team re same (.3).
06/11/23	Josh Sussberg, P.C.	1.40	Telephone conference E. Geier and D. Hillman re DIP (.6); telephone conference with E. Geier re same and review revised language per order (.4); telephone conference with D. Hillman re follow-up re same (.2); correspond with D. Hillman re insurance status (.2).
06/12/23	Ross J. Fiedler	2.90	Telephone conference with Texas Taxing Authorities re DIP order (.5); correspond with Texas Taxing Authorities, Proskauer team, Alix team and D. Hunter, K&E team re same (1.5); correspond with Alix team, D. Hunter, K&E team re DIP budget (.9).
06/12/23	Max M. Freedman	1.10	Review, revise sealing motion (.8); correspond with Cole Schotz, N. Sosnick re same (.3).
06/12/23	Emily Geier, P.C.	5.10	Correspond and telephone conference with client, UCC, FILO lenders re DIP settlement, budget, and order (3.7); revise re same (1.4).
06/12/23	Derek I. Hunter	0.70	Conference with R. Fiedler, K&E team, Company, advisors re financing and other related issues.

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Bed Bath and Beyond Inc.

Invoice Number:

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DIP Financing and Cash Collateral

Matter Number:

53510-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Noah Z. Sosnick	2.90	Telephone conference with Proskauer team re TTAs (.5); review and revise DIP order (1.9); correspond with R. Fiedler, K&E team re same (.3); correspond with M. Freedman, M. Young re DIP settlement term sheet (.2).
06/12/23	Josh Sussberg, P.C.	1.00	Telephone conference with D. Hillman re DIP status (.1); telephone conference with E. Geier re same and insurance coverage (.3); correspond with E. Geier re DIP with UCC and FILO lenders (.4); correspond with E. Geier re DIP order (.2).
06/13/23	Amie Marie Bauer	0.20	Correspond with C. McGushin re DIP hearing.
06/13/23	Amie Marie Bauer	0.30	Correspond with C. Shang re DIP hearing.
06/13/23	Amie Marie Bauer	3.50	Review, analyze DIP documents, DIP declaration re hearing.
06/13/23	Ross J. Fiedler	6.90	Telephone conference with K&E team, Alix team re DIP budget (.5); correspond with D. Hunter, K&E team, Alix team re same (.5); telephone conferences with Texas Taxing Authorities re DIP order (.5); correspond with Texas Taxing Authorities re same (.5); analyze issues re same (.6); correspond with Proskauer team, E. Geier, K&E team and UCC advisors re same (3.9); prepare for DIP hearing (.4).
06/13/23	Emily Geier, P.C.	4.30	Telephone conference with Alix team re DIP budget (.6); correspond and conference with Alix team re DIP order and settlement (3.1); revise re same (.6).
06/13/23	Derek I. Hunter	1.20	Conference with R. Fiedler, K&E team, Alix Partners re DIP budget discussion and updates.
06/13/23	Casey McGushin	0.80	Prepare for DIP hearing.
06/13/23	Chris Pavlovich	0.10	Correspond with N. Sosnick re DIP hearing.
06/13/23	Christine Shang	1.10	Review, analyze DIP materials re DIP hearing.
06/13/23	Christine Shang	0.20	Review, analyze judge's procedure re DIP hearing (.1); correspond with C. McGushin re same (.1).

Legal Services for the Period Ending June 30, 2023

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Bed Bath and Beyond Inc.

Invoice Number:

1050082105

DIP Financing and Cash Collateral

Matter Number:

53510-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/23	Noah Z. Sosnick	4.10	Telephone conference with Alix team, R. Fiedler, K&E team re DIP budget (.5); conference with E. Geier re DIP issues (.3); correspond with Proskauer team, UCC re DIP order (.3); correspond with Company re same (.2); revise DIP order (1.3); correspond with AG, LL attorneys re same (.3); coordinate filing re same (.3); correspond with U.S. Trustee re same (.2); correspond with Alix, Proskauer teams, UCC re budget (.5); telephone conference with E. Geier re budget (.2).
06/13/23	Mary Catherine Young	0.30	Review proposed final DIP order.
06/14/23	Olivia Acuna	0.40	Analyze DIP professional fee reporting.
06/14/23	Amie Marie Bauer	1.20	Review, analyze declarations and Texas Tax Association's objections re DIP.
06/14/23	Amie Marie Bauer	0.50	Correspond with C. Shang re DIP hearing.
06/14/23	Amie Marie Bauer	0.30	Correspond with C. Shang, C. McGushin re DIP hearing.
06/14/23	Ross J. Fiedler	3.50	Prepare for DIP hearing (2.0); review, revise DIP order (.5); correspond with D. Hunter, K&E team, Proskauer team re same (.5); telephone conferences with D. Hunter, K&E team, Proskauer re same (.5).
06/14/23	Emily Geier, P.C.	4.30	Correspond and conference with client, R. Fiedler, K&E team, Alix, UCC and DIP lenders re DIP order and settlement.
06/14/23	Derek I. Hunter	0.70	Conference with R. Fiedler, K&E team, Company, advisors re financing and other related issues.
06/14/23	Casey McGushin	1.80	Prepare for DIP hearing (1.3); correspond with R. Fiedler, K&E team re DIP hearing (.5).
06/14/23	Noah Z. Sosnick	3.70	Revise final DIP order (1.8); telephone conferences and correspond with UCC, Proskauer team, Davis Polk team re same (1.0); prepare talking points re DIP hearing (.3); correspond with Cole Schotz, Proskauer, Davis Polk teams re revised order (.6).

Legal Services for the Period Ending June 30, 2023

Invoice Number:

1050082105

Bed Bath and Beyond Inc.

Matter Number:

53510-7

DIP Financing and Cash Collateral

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/14/23	Josh Sussberg, P.C.	0.70	Correspond re DIP status and hearing on same (.2); correspond re same with E. Geier and review status (.2); correspond with E. Geier re securities litigation (.2); correspond with creditors re same (.1).
06/15/23	Olivia Acuna	0.60	Correspond with K&E team, E. Geier re professional fee reporting (.3); analyze DIP reporting (.3).
06/15/23	Noah Z. Sosnick	0.30	Correspond with Proskauer team, Cole Schotz team re DIP Order.
06/17/23	Noah Z. Sosnick	1.10	Telephone conference with Glenn Agre re budget (.5); correspond with R. Fiedler, K&E, Alix teams re same (.4); revise bondholder NDA (.2).
06/19/23	Noah Z. Sosnick	0.20	Correspond with J. Riddle, K&E team re tax liens.
06/20/23	Noah Z. Sosnick	0.50	Telephone conference with Alix team re DIP budget.
06/21/23	Emily Geier, P.C.	1.30	Telephone conference with Proskauer team re DIP/UCC filing (.1); telephone conference with D. Hillman re same (.3); telephone conference with B. Sandler re same (.3); correspond with DIP Lenders, UCC re potential challenge (.3); correspond with R. Fiedler, K&E team re DIP reporting (.3).
06/22/23	Olivia Acuna	0.60	Analyze professional fee reporting.
06/22/23	Emily Geier, P.C.	0.70	Correspond with bondholder ad hoc counsel re queries (.3); correspond with Alix, R. Fiedler, K&E team re same (.4).
06/23/23	Emily Geier, P.C.	4.40	Telephone conference with bondholder ad hoc group counsel, Alix, R. Fiedler, K&E team re DIP (.5); conference with H. Etlin re same (.2); correspond and conference with R. Fiedler, K&E team, company advisors re same (2.4); draft illustrative for same (1.3).
06/24/23	Ross J. Fiedler	1.50	Telephone conferences with Alix team, K&E team, D. Hunter re DIP forecasts, related issues (1.0); correspond with Alix team, K&E team, D. Hunter re same (.5).
06/24/23	Max M. Freedman	0.60	Conference with R. Fiedler, K&E team re DIP issues.

Legal Services for the Period Ending June 30, 2023

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Invoice Number: 1050082105

Bed Bath and Beyond Inc.

Matter Number: 53510-7

DIP Financing and Cash Collateral

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/23	Emily Geier, P.C.	5.80	Draft DIP illustrative (2.7); telephone conference with company advisors re same (.5); correspond and conference with Alix team re same (1.2); research re same (1.4).
06/24/23	Derek I. Hunter	0.50	Conference with E. Geier, K&E team, Company, advisors re financing and other related issues.
06/24/23	Noah Z. Sosnick	1.50	Telephone conference with R. Fiedler, K&E team re reconsideration objection (.7); correspond with R. Fiedler, J. Black, M. Freedman re same (.4); review and analyze issues re same (.4).
06/25/23	Emily Geier, P.C.	2.30	Telephone conference with Glenn Agre team re DIP (.3); correspond with client, Company advisors re same (.4); review and revise DIP illustrative (1.3); conference with Proskauer team re potential challenge (.3).
06/25/23	Richard U. S. Howell, P.C.	1.90	Telephone conferences with various parties re dispute with bondholder group (.8); review, analyze correspondence and other materials re same (1.1).
06/25/23	Derek I. Hunter	0.50	Conference with R. Fiedler, K&E team, Company, advisors re financing and other related issues.
06/25/23	Noah Z. Sosnick	2.90	Telephone conference with R. Fiedler, K&E team re Glenn Agre motion (.6); review and revise draft motion (.4); research re same (1.7); correspond with E. Geier re same (.2).
06/26/23	Ross J. Fiedler	6.30	Review, analyze motion to reconsider DIP orders (1.0); correspond with E. Geier, Company advisors re same (1.0); correspond with Glenn Agre team re same (.5); telephone conference with A. Glenn re same (.1); research re reconsideration motion (.5); telephone conferences with N. Sosnick, K&E team and Alix team re same (1.0); draft, revise objection to reconsideration motion (2.0); correspond with D. Hillman re same (.2).
06/26/23	Emily Geier, P.C.	8.10	Draft response to motion for reconsideration (3.2); review, revise same (3.5); analyze issues re same (1.4).

Legal Services for the Period Ending June 30, 2023
 Bed Bath and Beyond Inc.
 DIP Financing and Cash Collateral

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Invoice Number: 1050082105
 Matter Number: 53510-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/23	Richard U. S. Howell, P.C.	5.70	Telephone conferences with various parties re negotiations with bondholder group and bondholder group motion for reconsideration (3.2); prepare and review correspondence re same (2.5).
06/26/23	Richard U. S. Howell, P.C.	4.40	Review, analyze motion for reconsideration and additional materials in advance of potential hearing re same (1.6); review and provide comments to multiple drafts of pleadings (2.0); draft summary re potential declaration in support of objection to motion to reconsideration (.8).
06/26/23	Derek I. Hunter	2.60	Conference with N. Sosnick, K&E team, Alix team re DIP budget discussion and updates (2.0); correspond with R. Fiedler, K&E team re same (.6).
06/26/23	Zak Piech	4.70	Revise DIP objection reply (2.3); correspond with J. Black, K&E team re same (.2); conference with J. Black, K&E team re same (.2); research re precedent re same (.9); analyze DIP objection re confidentiality, privilege issues (1.1).
06/26/23	Zak Read	3.50	Review, analyze motion to reconsider DIP financing order (.9); research, analyze issues re same (2.2); conference with J. Black re same (.2); correspond with Kroll team re same (.2).
06/26/23	Noah Z. Sosnick	10.60	Correspond with Glenn Agre re reconsideration motion (.3); review and analyze same (.9); correspond with Kroll team re redaction (.1); draft and revise objection re same (3.9); research re same (.9); telephone conference with Alix team re same (1.2); telephone conference with Lazard team re same (.5); telephone conference with Cole Schotz team re same (.5); conferences with R. Fiedler, K&E team re same (1.1); telephone conference with Proskauer team re same (.2); review reconsideration motion re redactions (.2); telephone conference with Alix team re motion demonstrative (.3); review and revise re same (.5).

Legal Services for the Period Ending June 30, 2023

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Bed Bath and Beyond Inc.

Invoice Number:

1050082105

DIP Financing and Cash Collateral

Matter Number:

53510-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/23	Josh Sussberg, P.C.	0.90	Review motion to reconsider DIP and correspond re same (.6); telephone conference with E. Geier re same and response to same (.2); telephone conference with J. Easterly re status (.1).
06/26/23	Mary Catherine Young	1.20	Conferences with Lazard, Alix teams re motion for reconsideration objection.
06/27/23	Ross J. Fiedler	6.30	Correspond with E. Geier, K&E team and Alix team re reconsideration motion (1.0); coordinate filing of objection re same (.5); prepare for hearing re Overstock sale, DIP reconsideration motion and other matters (1.5); telephone conference with Glenn Agre team, K&E team, Proskauer and Pachulski teams re meet and confer (.5); telephone conferences with R. Howell, K&E team re preparation for DIP reconsideration hearing (1.5); prepare for DIP reconsideration hearing (1.0); coordinate redactions to Glenn Agre DIP reconsideration motion (.3).
06/27/23	Derek I. Hunter	5.60	Conference with R. Fiedler, K&E team, AlixPartners re DIP budget discussion and updates (3.0); conference with R. Fiedler, K&E team, Company, advisors re financing and other related issues (2.6).
06/27/23	Zak Piech	1.70	Revise ad hoc bondholder group DIP objection re confidentiality, privilege issues (.9); telephone conference with R. Howell re same (.1); correspond with R. Fiedler, K&E team re same (.7).
06/27/23	Noah Z. Sosnick	9.70	Draft and revise objection to reconsideration motion (3.9); telephone conference with R. Fiedler re same (.2); correspond with R. Fiedler, K&E, Cole Schotz, Proskauer, Pachulski, Glenn Agre teams re same (1.2); review and revise agenda re reconsideration hearing (.4); correspond with Alix team re hearing prep (.2); telephone conference with Alix team re same (.8); telephone conference with Lazard team re same (.5); review and prepare hearing exhibits and materials (1.5); correspond with R. Howell re same (.3); telephone conference with R. Howell, K&E team re hearing preparation (.7).

Legal Services for the Period Ending June 30, 2023

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Bed Bath and Beyond Inc.

Invoice Number:

1050082105

DIP Financing and Cash Collateral

Matter Number:

53510-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/27/23	Josh Sussberg, P.C.	2.20	Review and revise response to motion for reconsideration (.5); telephone conference with E. Geier re same (.1); correspond re next steps on motion to reconsider (.4); conference with D. Kastin and W. Ustaine re same (1.0); correspond with W. Usatine, K&E team re follow-up hearing and discovery (.2).
06/28/23	Olivia Acuna	1.10	Analyze professional fee reporting (.7); correspond with E. Geier, R. Fiedler, Alix team re same (.4).
06/28/23	Seth Cohen	4.50	Prepare for DIP hearing (.9); review, analyze motion, related materials re same (3.6).
06/28/23	Ross J. Fiedler	2.50	Telephone conference with N. Sosnick, K&E team, Company advisors re DIP reconsideration motion (.5); prepare for DIP reconsideration motion hearing (2.0).
06/28/23	Richard U. S. Howell, P.C.	4.80	Prepare witness re motion for reconsideration trial (1.0); review, analyze exhibits re same (3.8).
06/28/23	Derek I. Hunter	6.30	Review, analyze and research for considerations hearing (5.0); conference and correspond with R. Fiedler, K&E team, opposing counsel re same (1.3).
06/29/23	Olivia Acuna	0.50	Correspond with Alix team re professional fee reporting (.3); analyze professional fee reporting (.2).
06/29/23	Ross J. Fiedler	0.50	Correspond with D. Hunter, K&E team re DIP reconsideration motion, redactions (.5).
06/29/23	Max M. Freedman	1.20	Review, analyze materials re DIP matters (.8); correspond with M. Young, K&E team re same (.4).
06/29/23	Emily Geier, P.C.	0.60	Correspond with DIP lender counsel re challenge period (.2); correspond with D. Hunter, K&E team re DIP milestone extensions (.4).
06/29/23	Zak Piech	1.90	Review, revise ad hoc bondholder group declaration re confidentiality, privilege issues (1.6); correspond with J. Black, K&E team re same (.3).
06/29/23	Josh Sussberg, P.C.	0.10	Telephone conference with J. Easterly re DIP and motion to reconsider.
06/30/23	Ross J. Fiedler	0.30	Correspond with E. Geier, K&E team re DIP milestones.

Total 252.40

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082106
Client Matter: 53510-8

In the Matter of Cash Management

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 21,679.50

Total legal services rendered

\$ 21,679.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ross J. Fiedler	2.70	1,245.00	3,361.50
Michael A. Sloman	8.30	885.00	7,345.50
Charles B. Sterrett	9.50	1,155.00	10,972.50
TOTALS	20.50		\$ 21,679.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Michael A. Sloman	0.90	Draft summary re Fiserv, Amex reserves (.3); research, analyze considerations re same (.1); correspond with Alix, A&G team re same (.1); correspond with R. Fiedler, C. Sterrett, Fiserv, Amex re same (.4).
06/01/23	Charles B. Sterrett	0.90	Review, analyze intercompany balance, accounting considerations (.4); correspond with Alix team, Company re same (.2); telephone conference with Alix team, Company re same (.3).
06/02/23	Ross J. Fiedler	1.70	Correspond with M. Sloman re Fiserv and Amex matters (.3); analyze re same (.4); telephone conference with Fiserv, M. Sloman re same (.5); telephone conference with M. Sloman, Amex re same (.5).
06/02/23	Michael A. Sloman	1.40	Telephone conference with R. Fiedler, C. Sterrett, Fiserv re reserves (.7); correspond with R. Fiedler, C. Sterrett re same (.3); telephone conference with R. Fiedler, C. Sterrett, Amex re reserves (.4).
06/02/23	Charles B. Sterrett	1.90	Correspond with credit card processor vendors (.9); correspond and conference with M. Sloman, K&E team re same (.7); review, analyze issues re same (.3).
06/04/23	Charles B. Sterrett	1.60	Correspond with Alix team, R. Fiedler, K&E team re cash management reporting, tax issues, 341 meeting preparation (.5); telephone conference with Alix team, R. Fiedler, K&E team re same (.4); review, analyze materials re same (.7).
06/05/23	Ross J. Fiedler	0.20	Correspond with C. Sterrett, M. Sloman, Alix team, Company, re Amex reserves.
06/05/23	Michael A. Sloman	0.10	Correspond with C. Sterrett, Cole Schotz team re cash management hearing.
06/06/23	Ross J. Fiedler	0.20	Correspond with C. Sterrett, M. Sloman, Alix team, Company, re Amex reserves.
06/06/23	Michael A. Sloman	0.10	Correspond with R. Fiedler, C. Sterrett, Company, Alix team re Amex reserves.
06/07/23	Michael A. Sloman	0.30	Correspond with C. Sterrett, Company re non-UDA bank accounts.

Legal Services for the Period Ending June 30, 2023

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Invoice Number: 1050082106

Bed Bath and Beyond Inc.

Matter Number: 53510-8

Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Michael A. Sloman	0.80	Correspond with Company, C. Sterrett re non-UDA bank accounts (.5); review, analyze documents, related considerations re same (.3).
06/12/23	Charles B. Sterrett	0.90	Review, analyze issues re cash management diligence, responses (.8); correspond with M. Sloman, Cole Schotz team re same (.1).
06/13/23	Ross J. Fiedler	0.30	Correspond with M. Sloman, K&E team, Cole Schotz team and U.S. Trustee re final cash management order (.3).
06/13/23	Michael A. Sloman	0.60	Correspond with C. Sterrett, K&E team, Company re non-UDA bank accounts (.1); draft correspondence to U.S. Trustee re same (.2); telephone conference with R. Fielder, F. Yudkin, U.S. Trustee re same, final cash management order (.3).
06/13/23	Charles B. Sterrett	0.80	Review, analyze issues, responses re cash management (.3); correspond with M. Sloman re same (.5).
06/14/23	Ross J. Fiedler	0.30	Prepare for hearing re final cash management order.
06/16/23	Charles B. Sterrett	0.50	Correspond with Alix team, M. Sloman K&E team re card processing reserve, related contract issues.
06/19/23	Michael A. Sloman	0.90	Correspond with R. Fiedler, C. Sterrett, Company re bank accounts (.3); correspond with Proskauer team re bank account (.1); correspond with R. Fiedler, C. Sterrett, Fiserv re reserve funds (.2); analyze issues re same (.3).
06/20/23	Michael A. Sloman	0.10	Correspond with Company re bank accounts.
06/22/23	Michael A. Sloman	0.60	Telephone conference with R. Fiedler, Fiserv re reserves (.3); correspond with R. Fiedler, K&E team re considerations re same (.3).
06/25/23	Michael A. Sloman	0.60	Draft proposed final cash management order.
06/25/23	Charles B. Sterrett	0.70	Review, analyze cash management final order (.3); correspond with M. Sloman re same (.4).
06/26/23	Michael A. Sloman	1.50	Correspond with U.S. Trustee, R. Fiedler, C. Sterrett re final cash management order (.8); correspond with Company re bank letters (.2); coordinate same (.2); prepare proposed final cash management order for filing (.3).

Legal Services for the Period Ending June 30, 2023

Invoice Number:

1050082106

Bed Bath and Beyond Inc.

Matter Number:

53510-8

Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/23	Charles B. Sterrett	1.60	Review, analyze cash management final order issues (.4); correspond with M. Sloman, Company, Alix team, U.S. Trustee re same (.6); conference with Company, Alix team re same (.2); follow up re same (.4).
06/27/23	Charles B. Sterrett	0.60	Correspond with M. Sloman re final cash management order, related considerations.
06/28/23	Michael A. Sloman	0.10	Correspond with Fiserv, Company re reserve funds.
06/29/23	Michael A. Sloman	0.20	Draft new bank account notice to U.S. Trustee, UCC, Proskauer.
06/30/23	Michael A. Sloman	0.10	Correspond with U.S. Trustee, UCC, Proskauer re new bank account.
Total		20.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082107
Client Matter: 53510-9

In the Matter of Automatic Stay Issues

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 27,270.00

Total legal services rendered

\$ 27,270.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Seth Cohen	4.00	985.00	3,940.00
Ross J. Fiedler	5.50	1,245.00	6,847.50
Richard U. S. Howell, P.C.	1.30	1,620.00	2,106.00
Mike James Koch	1.00	735.00	735.00
Sarah R. Margolis	2.50	995.00	2,487.50
Zak Read	1.00	735.00	735.00
Michael A. Sloman	8.00	885.00	7,080.00
Charles B. Sterrett	2.70	1,155.00	3,118.50
Mary Catherine Young	0.30	735.00	220.50
TOTALS	26.30		\$ 27,270.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Ross J. Fiedler	0.20	Correspond with M. Sloman, C. Sterrett re automatic stay letter.
06/05/23	Zak Read	0.10	Correspond with C. Pavlovich re automatic stay considerations.
06/05/23	Michael A. Sloman	1.50	Analyze letter of credit, related draws, correspondence (.4); draft automatic stay (.9); correspond with R. Fiedler, C. Sterrett re same (.2).
06/06/23	Ross J. Fiedler	0.20	Correspond with E. Geier, M. Sloman, C. Sterrett re automatic stay letter (.1); correspond with C. Sterrett, K&E team re chapter 11 filings re automatic stay considerations (.1).
06/06/23	Ross J. Fiedler	1.30	Review, revise automatic stay letter (.3); review, revise consent stipulation, order (.5); correspond with M. Sloman, K&E team re stay issues (.5).
06/06/23	Zak Read	0.50	Review service of process, chapter 11 filings re automatic stay considerations (.3); correspond with R. Fiedler, K&E team re same (.1); correspond with M. Sloman re same (.1).
06/06/23	Michael A. Sloman	1.70	Correspond with E. Geier, R. Fiedler, C. Sterrett re automatic stay letter (.3); research, analyze considerations re property issues (1.2); analyze considerations re automatic stay re CorVel (.1); correspond with Z. Read re same (.1).
06/08/23	Ross J. Fiedler	0.80	Correspond with C. Pavlovich, K&E team re automatic stay issues (.5); analyze same (.3).
06/08/23	Michael A. Sloman	0.30	Telephone conference with Z. Piech re automatic stay issues.
06/09/23	Ross J. Fiedler	1.00	Telephone conference with C. Pavlovich, Telegraph counsel re automatic stay motion (.5); correspond with C. McGushin, K&E team re automatic stay issues, proposed next steps (.5).
06/09/23	Zak Read	0.40	Conference with Telegraph counsel, R. Fiedler, K&E team re automatic stay issue (.2); draft summary re same (.1); correspond with R. Fiedler, K&E team re same (.1).

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Bed Bath and Beyond Inc.

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1050082107

Matter Number:

53510-9

Automatic Stay Issues

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Ross J. Fiedler	0.50	Correspond with C. McGushin, K&E team re automatic stay issues, proposed next steps.
06/13/23	Michael A. Sloman	0.30	Draft stipulation re automatic stay issues.
06/13/23	Mary Catherine Young	0.30	Research re considerations re automatic stay.
06/14/23	Ross J. Fiedler	0.50	Correspond with M. Sloman, K&E team re automatic stay issues, proposed next steps.
06/14/23	Sarah R. Margolis	2.50	Draft stipulation consent letter re vendor litigation claims.
06/14/23	Michael A. Sloman	0.20	Draft stipulation re automatic stay issues.
06/15/23	Seth Cohen	4.00	Research re automatic stay issues (3.0); correspond with Company re recommendations and next steps (1.0).
06/18/23	Michael A. Sloman	1.10	Draft stipulation, consent order re automatic stay issues.
06/19/23	Ross J. Fiedler	0.50	Correspond with M. Sloman, K&E team, Company re automatic stay issues, next steps.
06/19/23	Michael A. Sloman	1.30	Draft, revise stipulation re property issues (1.1); correspond with C. Sterrett, counterparty re same (.2).
06/19/23	Charles B. Sterrett	0.60	Review, analyze property issues, related stipulation.
06/20/23	Michael A. Sloman	0.40	Review, revise stipulation re property issues.
06/22/23	Michael A. Sloman	0.40	Revise stipulation, consent order re automatic stay issues (.2); prepare filing version re same (.2).
06/23/23	Charles B. Sterrett	1.10	Correspond with litigation counterparties re automatic stay, insurance considerations (.1); telephone conference with litigation counterparties re same (.3); correspond with M. Koch re same (.2); research, analyze same (.5).
06/26/23	Charles B. Sterrett	0.40	Review, analyze state law pleadings, settlement agreement, insurance materials re prospective lift-stay stipulation (.3); correspond with M. Koch re same (.1).
06/27/23	Mike James Koch	1.00	Review, analyze correspondence, pleadings, related insurance coverage re automatic stay inquiry (.7); correspond with C. Sterrett, Alix team re same (.3).
06/28/23	Michael A. Sloman	0.50	Research considerations re automatic stay (.3); correspond with E. Chalik, O. Acuna re same (.2).

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Automatic Stay Issues

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Charles B. Sterrett	0.60	Analyze stay lift diligence (.2); correspond with plaintiffs' counsel re same (.4).
06/29/23	Ross J. Fiedler	0.50	Correspond with R. Howell, C. McGushin, Company re automatic stay issues (.3); analyze re same (.2).
06/29/23	Richard U. S. Howell, P.C.	1.30	Prepare and review correspondence re open litigation issues following resolution of motion to reconsider (.8); review correspondence re automatic stay issues and discussions related to claims (.5).
06/29/23	Michael A. Sloman	0.30	Draft motion to compel re estate property.
Total		26.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082108
Client Matter: 53510-10

In the Matter of Asset Sales/Section 363/Use, Sale & Disp

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 2,203,116.00

Total legal services rendered

\$ 2,203,116.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	1.00	995.00	995.00
Matthew Antinossi	10.30	1,895.00	19,518.50
Allison Azarloza	121.30	735.00	89,155.50
Amy Barber	147.00	1,295.00	190,365.00
Wes Benter	3.40	1,245.00	4,233.00
Matt Darch	125.70	1,405.00	176,608.50
Thad W. Davis, P.C.	6.00	1,795.00	10,770.00
Amy Donahue	1.90	480.00	912.00
Tamar Donikyan	2.20	1,945.00	4,279.00
Daniel Elizondo	167.10	1,425.00	238,117.50
Ross J. Fiedler	70.20	1,245.00	87,399.00
Julia R. Foster	8.30	480.00	3,984.00
Max M. Freedman	5.40	885.00	4,779.00
Emily Geier, P.C.	53.10	1,495.00	79,384.50
Michael Goodrich	41.50	1,155.00	47,932.50
Stephanie Greco	0.40	1,425.00	570.00
Jacqueline Hahn	14.00	325.00	4,550.00
Samantha Helgason	1.20	885.00	1,062.00
Richard U. S. Howell, P.C.	1.50	1,620.00	2,430.00
Derek I. Hunter	33.20	1,375.00	45,650.00
Sooah Kim	6.40	735.00	4,704.00
Mike James Koch	4.60	735.00	3,381.00
Ben Kovach	129.40	735.00	95,109.00
Daniel Lewis, P.C.	130.50	1,695.00	221,197.50
Library Factual Research	0.30	445.00	133.50
Peter Liskanich	89.10	1,245.00	110,929.50
Sarah R. Margolis	9.30	995.00	9,253.50
Georgia Meadow	3.30	325.00	1,072.50
Christian O. Nagler, P.C.	0.50	2,045.00	1,022.50
Jeffrey Norgle	39.00	495.00	19,305.00
Jason Robert Perry	4.10	1,155.00	4,735.50
Zak Piech	1.30	735.00	955.50

Legal Services for the Period Ending June 30, 2023

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Matter Number:

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Asset Sales/Section 363/Use, Sale & Disp

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Domenico Pietromonaco	9.90	735.00	7,276.50
Evangelia Podaras	13.00	1,405.00	18,265.00
Kyla Risko	176.30	995.00	175,418.50
Sam Schaffer	106.80	995.00	106,266.00
Kristie Sham	0.30	735.00	220.50
Noah Z. Sosnick	76.90	995.00	76,515.50
Josh Sussberg, P.C.	0.90	2,045.00	1,840.50
Steve Toth	138.50	1,615.00	223,677.50
Lany L. Villalobos	5.20	1,245.00	6,474.00
Austin Vincenzini	2.20	885.00	1,947.00
Danielle Walker	8.50	325.00	2,762.50
Matthew Wood	2.80	1,405.00	3,934.00
Baya Yantren	3.20	985.00	3,152.00
Jessica M. Yeh	22.50	1,395.00	31,387.50
Mary Catherine Young	78.50	735.00	57,697.50
Tanzila Zomo	5.50	325.00	1,787.50
TOTALS	1,883.50		\$ 2,203,116.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Matthew Antinossi	0.70	Review correspondence re transition services agreement issues, comments (.3); review draft asset purchase agreement comments from buyer (.2); correspond with R. Fiedler re same (.2).
06/01/23	Allison Azarloza	7.80	Analyze, revise draft asset purchase agreement (2.3); analyze, revise non-disclosure agreements (4.3); telephone conference with counterparty re asset purchase agreement (1.2).
06/01/23	Matt Darch	3.90	Review, analyze customer data disclosures (.3); analyze buyer draft asset purchase agreement (.3); draft, revise responses to sale counterparty questions re transition services agreement (.4); review, revise responses re due diligence inquiries (.2); conference with advisors re asset purchase agreement (.7); prepare for same (.3); prepare for participate in negotiation re asset purchase agreement (1.2); correspond with M. Antinossi, K&E team re transition services agreement, related schedules (.5).
06/01/23	Thad W. Davis, P.C.	0.50	Review and draft correspondence re asset purchase agreement.
06/01/23	Tamar Donikyan	0.50	Correspond re filing status (.2); correspond with D. Hunter, K&E team, Company re conversion notice for preferred stock (.3).
06/01/23	Daniel Elizondo	5.70	Telephone conference with advisors re status update (.5); telephone conference with Go Global team re open issues (.6); review correspondence re purchase agreements (.4); review correspondence re NDAs (.4); review, revise and draft same (1.4); review, revise and draft purchase agreement (2.4).

Legal Services for the Period Ending June 30, 2023

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Asset Sales/Section 363/Use, Sale & Disp

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Ross J. Fiedler	1.70	Telephone conference with M. Freedman, K&E team, Lazard, AlixPartners re sale process, bids (.5); telephone conferences with Proskauer re sale milestones (.4); correspond with Company advisors, creditor advisors re sale milestones, process (.4); review, analyze Mexico JV agreement (.2); analyze issues re same (.2).
06/01/23	Max M. Freedman	1.70	Conference with R. Fiedler, K&E team re bids (.4); conference with R. Fiedler, K&E team re sale process (.5); conference with R. Fiedler, K&E team, AlixPartners, Lazard re sale process (.8).
06/01/23	Emily Geier, P.C.	2.80	Telephone conference with client, K&E team re bidder issues lists (1.4); correspond with Lazard, Alix, R. Fiedler, K&E team re same, other assets (1.4).
06/01/23	Ben Kovach	3.80	Draft issues list re indication of intent (.8); correspond with R. Fiedler, K&E team re same (3.0).
06/01/23	Daniel Lewis, P.C.	6.60	Review, analyze documents re potential sale (.6); review, analyze Overstock asset purchase agreement issues (.8); review, analyze transition services agreement matters (1.2); review, analyze asset purchase agreement issues (1.3); conference with R. Fiedler, K&E team, advisors re bids (1.0); telephone conference with counsel to sale counterparty re asset purchase agreement, transitions services agreement (1.5); correspond with Lazard team re diligence matters (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Peter Liskanich	4.60	Review non-disclosure agreement (.1); conference with Company re same (.1); correspond with R. Fiedler, K&E team re same (.3); review, revise non-disclosure agreement (.4); review, analyze Overstock non-disclosure agreement (.1); correspond with advisors re same (.1); correspond with advisors re asset purchase agreement, transition services agreement (.3); review, revise non-disclosure agreement (.3); review, revise transition services agreement (.5); correspond with Lazard team re asset purchase agreement (.9); correspond with sale counterparty re asset purchase agreement (1.3); correspond with advisors re non-disclosure agreements (.2).
06/01/23	Jeffrey Norgle	9.70	Review, analyze disclosure schedules re intellectual property (4.0); review, revise intellectual property schedules (4.0); analyze issues re same (1.7).
06/01/23	Domenico Pietromonaco	0.40	Review, analyze issues re Antitrust risks, considerations.
06/01/23	Evangelia Podaras	1.00	Review, revise transition support agreement.
06/01/23	Kyla Risko	1.50	Draft, revise summary of privacy policy and state laws related to privacy.
06/01/23	Kyla Risko	1.20	Review, analyze privacy policy and state law re privacy.
06/01/23	Kyla Risko	1.00	Correspond with A. Barber and D. Lewis re separation documents.
06/01/23	Kyla Risko	4.70	Prepare updates to transition services agreement (4.0); review, revise same (.7).
06/01/23	Noah Z. Sosnick	3.60	Telephone conference with lenders, UCC re sale process (.7); telephone conference with R. Fiedler, K&E, Company re sale process bids (.4); telephone conference with Y. Kades, M. Young re paper sale (.2); telephone conference with advisor group re sale process (.5); telephone conferences with C. Dale re sale timeline (.3); telephone conference with B. Shea re sale process (.2); correspond with R. Fiedler, K&E teams re sale issues (.6); analyze issues re same (.4); correspond with lenders, UCC re sale timeline (.3).

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Asset Sales/Section 363/Use, Sale & Disp

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Steve Toth	6.60	Analyze, revise bidder asset purchase agreement issues list (2.1); conference with Company, N. Sosnick, K&E team re bids, related issues (.3); analyze asset purchase agreement issues lists (1.2); conference with Lazard, Alix, N. Sosnick, K&E team asset purchase agreements, related issues (1.0); conference with bidder, counsel, Lazard, Alix, N. Sosnick, K&E team re asset purchase agreement (1.3); analyze non-disclosure agreement (.3); draft, revise correspondence re issues lists (.2); correspond with N. Sosnick, K&E team re sale considerations (.2).
06/01/23	Jessica M. Yeh	2.50	Review, revise TSA and asset purchase agreement.
06/01/23	Mary Catherine Young	4.20	Coordinate conference with Lazard, Alix teams re sale process (.4); correspond with R. Fiedler re research re litigation proceeds sale (.3); revise notice of extension of bidding procedures dates, deadlines (.6); correspond with N. Sosnick, K&E team re same (1.1); conference with Alix team re asset sale considerations (.5); conference with N. Sosnick, Alix team re same (.3); conference with Alix, Lazard teams re sale process (1.0).
06/02/23	Allison Azarloza	2.10	Telephone conference with Company re asset purchase agreement comments, schedules (1.5); correspond with advisors re same (.3); review, revise non-disclosure agreements (.3).
06/02/23	Amy Barber	1.90	Review, analyze correspondence, summaries re asset purchase agreement workstream (1.3); review, analyze bids, related summaries re asset purchase agreement (.2); revise asset purchase agreement (.4).
06/02/23	Matt Darch	5.60	Conference re Overstock asset purchase agreement (1.0); prepare for same (.3); Conference with sale counterparty team re transition services agreement (.8); prepare for same (.2); conference with R. Crane, K&E team, Alix team re purchase agreement schedules (.5); review, revise transition services agreement (2.2); correspond with advisors re due diligence responses (.3); revise same (.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/23	Thad W. Davis, P.C.	0.50	Review and draft correspondence re equity trading motion.
06/02/23	Daniel Elizondo	3.70	Telephone conference with Company re Overstock bid issues (.5); telephone conference with Alix team re preparation of schedules (.6); review correspondence re purchase agreement (1.2); review correspondence re NDAs (.6); review correspondence re due diligence matters (.8).
06/02/23	Ross J. Fiedler	0.80	Telephone conference with Company, N. Sosnick, K&E team and Lazard re Overstock issues list (.5); correspond with Company, Company advisors re sale process, related issues (.3).
06/02/23	Emily Geier, P.C.	3.10	Telephone conference with Lazard, R. Fiedler, K&E team, Alix re asset sale matters (.9); correspond with R. Fiedler, K&E team re same (1.1); correspond with Lazard re same (1.1).
06/02/23	Ben Kovach	5.80	Review, analyze data room diligence (1.0); review, revise responses re due diligence requests (2.6); draft summary re conference re purchase agreement issues list (1.0); draft summary re conference re transition services agreement (.2); draft summary re conference re back office system (1.0).
06/02/23	Daniel Lewis, P.C.	4.50	Telephone conference with R. Fiedler, K&E team, Company re Overstock asset purchase agreement issues (1.0); telephone conference with client, sale counterparty team re transition services agreement, separation considerations (1.0); correspond with Alix, R. Fiedler, K&E team re transition services agreement, separation considerations (1.2); review, analyze Overstock asset purchase agreement issues (1.3).
06/02/23	Library Factual Research	0.30	Research re settlement agreement.
06/02/23	Peter Liskanich	6.10	Conference with Company, Lazard re Overstock issues list (1.0); conference with AlixPartners re disclosure schedules, deal structure (.3); review, revise non-disclosure agreements (.3); correspond with advisors re asset purchase agreement, transition services agreement (.6); review, revise Overstock asset purchase agreement (3.9).

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Asset Sales/Section 363/Use, Sale & Disp

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/23	Jeffrey Norgle	8.80	Review, analyze disclosure schedules re intellectual property (3.5); review, revise intellectual property schedules (5.3).
06/02/23	Zak Piech	1.30	Correspond with C. Sterrett, K&E team, Kroll re service of NOL notice (.2); analyze, review, IRS notice re bankruptcy cases (.5); analyze issues re NOL procedures (.4); correspond with T. Davis, K&E team re same (.2).
06/02/23	Domenico Pietromonaco	1.30	Review, analyze issues re Antitrust risks, considerations.
06/02/23	Kyla Risko	1.00	Prepare correspondence with Alix re to transition services.
06/02/23	Kyla Risko	5.70	Prepare updates to transition services agreement (4.0); correspond with M. Darch, K&E team re same (1.0); review, revise same (.7).
06/02/23	Kyla Risko	1.70	Conference with M. Darch re transition services.
06/02/23	Josh Sussberg, P.C.	0.10	Correspond with R. Fiedler, K&E team re auction timing.
06/02/23	Steve Toth	5.20	Analyze correspondence re asset purchase agreement (.1); draft correspondence re same (.2); conference with Company, Lazard, Alix, R. Fiedler, K&E team re asset purchase agreement (1.0); prepare for same (.1); teleconference with Company, Alix, bidder, R. Fiedler, K&E team re transition services agreement, related matters (.6), conference with D. Lewis re same (.1), draft related correspondence re same (.3); draft issues list re asset purchase agreement bidder (1.5); draft related correspondence re same (1.3).
06/02/23	Jessica M. Yeh	5.20	Review, revise asset purchase agreement (3.0); correspond re effect of share conversion on NOLs (2.2).
06/02/23	Mary Catherine Young	1.10	Revise auction notice (.2); correspond with M. Feeney re sale order inquiry (.4); conference with potential bidder re bidding procedures requirements (.4); correspond with N. Sosnick re same (.1).
06/03/23	Allison Azarloza	2.20	Review, revise asset purchase agreement (2.0); revise non-disclosure agreements (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/23	Amy Barber	4.20	Review, analyze correspondence re asset purchase agreement (1.2); review, analyze Proskauer and Sixth Street comments re issues list (.5); revise issues list re same (.1); revise asset purchase agreement re transaction structure (2.3); correspond with D. Lewis, M. Darch re same (.1).
06/03/23	Daniel Elizondo	8.10	Review, revise and draft purchase agreement for e-commerce transaction (4.0); correspond with R. Fielder, K&E team re same (2.8); correspond with R. Fielder, K&E team re non-disclosure agreement (1.3).
06/03/23	Ben Kovach	0.30	Review, analyze responses re diligence requests (.2); correspond with advisors re same (.1).
06/03/23	Daniel Lewis, P.C.	1.00	Review, analyze issues re transition support agreement, separation matters.
06/03/23	Peter Liskanich	1.00	Review, revise Overstock asset purchase agreement (.7); correspond with advisors re sale process (.2); correspond with advisors re non-disclosure agreement (.1).
06/03/23	Josh Sussberg, P.C.	0.10	Correspond with R. Fiedler, K&E team re sale process, term sheet.
06/03/23	Steve Toth	1.10	Analyze, revise asset purchase agreement issues list.
06/04/23	Matthew Antinossi	0.10	Review, analyze correspondence from R. Fiedler, K&E team re asset sale transaction document review
06/04/23	Allison Azarloza	3.80	Review, revise asset purchase agreement.
06/04/23	Amy Barber	3.10	Review, analyze Overstock asset purchase agreement (1.2); revise same (1.7); correspond with D. Lewis, M. Darch re same (.2).
06/04/23	Daniel Elizondo	1.00	Review and analyze BABY purchase agreement (.4); review correspondence re same (.6).
06/04/23	Ross J. Fiedler	1.10	Review Overstock asset purchase agreement, related sale order (.5); telephone conference with E. Geier, Fox Rothschild re Mexico joint venture (.5); correspond with Company advisors re same (.1).

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Asset Sales/Section 363/Use, Sale & Disp

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Max M. Freedman	1.20	Review, revise draft asset purchase agreement (.7); review, analyze precedent re same (.3); correspond with N. Sosnick re same (.2).
06/04/23	Daniel Lewis, P.C.	1.00	Attend to sale counterparty asset purchase agreement.
06/04/23	Peter Liskanich	3.40	Review, revise Overstock asset purchase agreement (.3); further revise Overstock asset purchase agreement (2.7); review, analyze sale counterparty asset purchase agreement (.2); correspond with advisors re same (.2).
06/04/23	Kyla Risko	1.00	Draft correspondence re transition services agreement.
06/04/23	Noah Z. Sosnick	2.80	Review, revise Sale Order (1.6); review, analyze precedent re same (.3); review, revise asset purchase agreement (.6); correspond with R. Fiedler, M. Freedman re same (.3).
06/04/23	Steve Toth	1.00	Analyze asset purchase agreement (.4); draft comments re same (.3); draft correspondence re same (.3).
06/05/23	Matthew Antinossi	0.50	Review, analyze buyer comments re asset purchase agreement.
06/05/23	Allison Azarloza	3.70	Analyze, revise asset purchase agreement (1.8); revise non-disclosure agreements (1.9).
06/05/23	Amy Barber	4.10	Coordinate, review status of bids (1.2); revise Overstock asset purchase agreement (1.0); review, analyze correspondence re transaction structure (.8); telephone conference re Overstock deal structure (.6); review, analyze correspondence re diligence workstreams (.2); draft correspondence re same (.1); review, analyze asset purchase agreement re issues list (.2).
06/05/23	Wes Benter	1.20	Review, analyze purchase agreement.
06/05/23	Matt Darch	5.70	Conference with Overstock team, Company, Alix, Lazard, R. Fiedler, K&E team re deal structure team (.6); prepare for same (.2); correspond with Company, Alix, Lazard, R. Fiedler, K&E team re Overstock proposal, response to same (.3); conference with WLRK team re Overstock asset purchase agreement (1.4); prepare for same (.3); revise Overstock asset purchase agreement (2.7); correspond with advisors re same (.2).

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Bed Bath and Beyond Inc.

Matter Number: 53510-10

Asset Sales/Section 363/Use, Sale & Disp

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Thad W. Davis, P.C.	1.80	Review and revise asset purchase agreements (1.0); review and draft correspondence re same (.8).
06/05/23	Tamar Donikyan	0.50	Correspond with Company re presentation disclaimer.
06/05/23	Daniel Elizondo	4.80	Telephone conference with R. Fiedler, K&E Team re purchase agreement for e-commerce (1.6); review, revise and draft confidentiality agreements (1.4); review, revise and draft e-commerce purchase agreement (1.8).
06/05/23	Ross J. Fiedler	0.40	Review Overstock asset purchase agreement (.2); correspond with S. Toth re same (.2).
06/05/23	Emily Geier, P.C.	3.40	Telephone conference with Lazard, R. Fiedler, K&E team, Alix team re bidder asset purchase agreements, sale matters (1.8); correspond with Lazard, R. Fiedler, K&E team, Alix team re same (1.6).
06/05/23	Sooah Kim	0.90	Review, analyze purchase agreement (.3); draft issues list re same (.4); review, revise issues list (.1); draft correspondence re issues list (.1).
06/05/23	Ben Kovach	2.50	Coordinate, manage outstanding items re asset purchase agreement, transition services agreement, conference coverage (.8); review, analyze intellectual property schedules (1.0); review, analyze data room re diligence (.7).
06/05/23	Daniel Lewis, P.C.	7.60	Review, analyze Overstock asset purchase agreement (1.6); telephone conference with Overstock team re issues (.5); telephone conference with WLRK team re same (.5); review, analyze asset purchase agreement (1.3); correspond with M. Darch, K&E team re various sale workstreams (.4); review, analyze issues re privacy diligence (.8); review, analyze Overstock asset purchase agreement (1.0); conference with M. Darch, K&E team re same (1.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Peter Liskanich	3.90	Telephone conference with Lazard re bid (.2); conference with D. Elizondo re same (.1); correspond with various parties re asset purchase agreements (.4); correspond with Wachtell re bidder asset purchase agreement (1.0); correspond with various parties re same (.7); conference with D. Elizondo re asset purchase agreements (.2); review and revise bidder asset purchase agreement (1.3).
06/05/23	Jeffrey Norgle	6.50	Review and analyze intellectual property listed in Company disclosure schedules (3.4); update K&E intellectual property schedules (3.1).
06/05/23	Domenico Pietromonaco	0.80	Review and analyze companies and potential overlaps with respect to antitrust risk.
06/05/23	Evangelia Podaras	1.00	Review, analyze revised asset purchase agreement (.5); correspond with K&E team re issues list (.5).
06/05/23	Kyla Risko	1.00	Review, analyze privacy policy (.5); draft summary re same (.5).
06/05/23	Kyla Risko	1.50	Correspond with D. Lewis and M. Darch re privacy policy and bidding procedures.
06/05/23	Kyla Risko	0.40	Telephone conference with B. Shea re privacy policy and bidding procedures considerations.
06/05/23	Noah Z. Sosnick	1.10	Telephone conference with R. Fiedler, K&E team, WLRK re asset purchase agreement (.9); review and analyze asset purchase agreement (.2).
06/05/23	Josh Sussberg, P.C.	0.20	Telephone conference with E. Geier re term sheet status (.1); correspond re same and adjourned hearing (.1).

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06/05/23	Steve Toth	6.70	Analyze bidder asset purchase agreement (1.2); draft issues list re same (.6); conference with bidder, counsel, K&E team, Company, Lazard and Alix re acquired assets scope (.6); conference with Company, Lazard, Alix and K&E team re asset scope (.2); conference with K&E team re asset purchase agreement and intellectual property matters (.4); draft correspondence re bidder asset purchase agreement (.1); conference with bidder counsel and K&E team re asset purchase agreement (.6); prepare issues list summary re same (.7); analyze bidder asset purchase agreement and revise (2.3).
06/05/23	Lany L. Villalobos	2.90	Review and draft executive compensation issues list to asset purchase agreement.
06/05/23	Baya Yantren	3.20	Telephone conference with A. Lullo and L. Beran re review process (.5); telephone conference with D. Strecker and J. Kennedy re review process (.5); review, analyze review process, including related correspondence (2.2).
06/05/23	Jessica M. Yeh	3.50	Review and revise asset purchase agreements.
06/06/23	Matthew Antinossi	0.20	Review, analyze revised asset purchase agreement issues list.
06/06/23	Allison Azarloza	3.20	Telephone conference with Company re issues list (1.0); revise asset purchase agreement (1.0); review, analyze NDAs (.1); correspond with A. Aguirre re NDAs (1.1).
06/06/23	Amy Barber	7.60	Review, analyze updated draft of Bidder asset purchase agreement (1.4); review GoGlobal asset purchase agreement markup and prepare comments to S. Toth draft of issues list (2.4); review research related to Mexico JV trademark license and coordinate with K. Risko re same (1.8); analyze perimeter issues across Bidder and GoGlobal asset purchase agreements and prepare notes re same for updating drafts (2.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/23	Matt Darch	3.20	Revise bidder asset purchase agreement (.7); prepare for and attend telephone conference with Company, Alix, Lazard and K&E team re bidder draft asset purchase agreement (1.0); prepare for and attend telephone conference with Alix, Lazard and K&E team re status of bids and purchase agreements (.5); correspond with various parties re Mexican joint venture trademark license (.5); review, analyze due diligence request and revise same (.5).
06/06/23	Daniel Elizondo	7.30	Telephone conference with company and Lazard re Go Global issues (1.2); telephone conference with Wachtell re open issues on e-commerce purchase agreement (1.0); review, revise and draft e-commerce purchase agreement (2.7); review correspondence re due diligence and purchase agreement (2.4).
06/06/23	Ross J. Fiedler	2.00	Telephone conference with K&E team, Lazard, and Alix re sale process, related issues (.5); correspond with K&E team re same (1.0); review analyze sale issues, executory contracts schedule (.5).
06/06/23	Emily Geier, P.C.	2.60	Participate in bi-weekly telephone conference with Lazard, K&E team, Alix re asset sale matters and timeline (.7); correspond with K&E team, bidders re asset sale matters (1.9).
06/06/23	Stephanie Greco	0.20	Correspondence re information sharing and clean team.
06/06/23	Derek I. Hunter	0.40	Correspond with K&E team, Lazard re marketing process.
06/06/23	Sooah Kim	0.10	Review, analyze purchase agreement issues list.
06/06/23	Ben Kovach	3.30	Review and revise diligence request list (1.5); attend conference re bidder approach, take notes (1.4); correspond with various parties re same (.4).
06/06/23	Daniel Lewis, P.C.	4.30	Review, analyze to bidder asset purchase agreement (1.5); review, analyze bidder asset purchase agreement and conference with Company team (1.3); correspond with K&E team re various workstreams (.5); attend to Mexico joint venture issues (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/23	Peter Liskanich	4.00	Review and revise bidder asset purchase agreement (.5); conference with Company and Lazard re bidder issues list (1.0); participate in check-in call with Lazard (.5); various correspondence re bidder asset purchase agreements (.8); review and revise bidder asset purchase agreement (.8); correspond with various parties re asset purchase agreement (.2); various correspondence re sale issues (.2).
06/06/23	Christian O. Nagler, P.C.	0.50	Review, analyze deal updates.
06/06/23	Domenico Pietromonaco	2.70	Review and analyze documents for competitively sensitive information and companies' potential overlaps with respect to antitrust risk (2.3); correspond with S. Greco re same (.1); correspond with Company explaining rational of same (.3).
06/06/23	Kyla Risko	3.10	Prepare comments related to the diligence requests.
06/06/23	Kyla Risko	1.20	Prepare correspondence related to trademark license.
06/06/23	Kyla Risko	1.00	Telephone conference with R. Crane related to trademark license.
06/06/23	Steve Toth	6.60	Conference with Company re asset purchase agreement issues (.1); analyze correspondence re asset purchase agreement and diligence issues (.3); conference with Company, Alix, K&E team and Lazard re asset purchase agreement issues (1.0); participate in sale process update teleconference with K&E team and Lazard (.6); analyze and respond to correspondence with Proskauer and K&E team re asset purchase agreement issues (.3); revise bidder asset purchase agreement (2.4); analyze other bidder asset purchase agreement and prepare comments (1.6); respond to related correspondence re same (.3).
06/06/23	Lany L. Villalobos	0.30	Revise executive compensation comments to asset purchase agreement issues list.
06/06/23	Matthew Wood	1.00	Review, analyze comments to asset purchase agreement (.4); review and revise issues list (.4); correspond with various parties re same (.2).
06/06/23	Jessica M. Yeh	0.20	Draft purchase price allocation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/23	Mary Catherine Young	0.80	Correspond with J. Foster re auction (.3); conference with Lazard, Alix teams re non-lease sale process (.5).
06/07/23	Matthew Antinossi	1.30	Review and revise asset purchase agreement (.6); office conference with S. Kim re same (.1); correspond with K&E team re same, employee and benefits provisions and transition issues (.4); telephone conference with E. Podaras and W. Benter re same (.2).
06/07/23	Allison Azarloza	3.90	Revise NDAs (1.1); review and revise asset purchase agreement (2.8).
06/07/23	Amy Barber	6.90	Review, analyze Mexican joint venture license agreement and related documentation (.7); prepare notes re analysis under bankruptcy regime (.6); correspond with M. Darch re same (.4); revise draft to reflect same (.8); review, analyze R. Crane draft of proposed responses to questions related to Mexican joint venture rights to trademarks (.9); revise same (.4); review, revise updated draft of bidder asset purchase agreement (1.1); review, analyze questions re obligations to provide books and records (1.1); prepare responses to same (.6); review, analyze updates re diligence workstreams (.3).
06/07/23	Wes Benter	2.00	Review, analyze purchase agreement.
06/07/23	Matt Darch	1.50	Correspond with A. Barber re trademark license to Mexican joint venture entity (.4); review and revise bidder asset purchase agreement (1.1).
06/07/23	Daniel Elizondo	5.20	Telephone conference with advisors re status update (.4); review, revise and draft buy baby purchase agreement (3.9); review correspondence re same (.9).
06/07/23	Ross J. Fiedler	1.60	Correspond with K&E team, Alix and Lazard re sale process, related issues (.5); telephone conference with K&E team, Lazard re Mexico joint venture (.5); correspond with Proskauer re sale process (.3); telephone conferences with Lazard and Proskauer re same (.3).
06/07/23	Emily Geier, P.C.	2.30	Telephone conference and correspond with Lazard re asset sales (.9); correspond with K&E team re same (1.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/23	Derek I. Hunter	0.80	Correspond with K&E team, Lazard re marketing process.
06/07/23	Sooah Kim	2.00	Review, analyze executive compensation, employment and benefits purchase agreement (.1); conference with M. Antinossi re purchase agreement (.1); review and revise purchase agreement (1.6); correspond with K&E team re same (.2).
06/07/23	Ben Kovach	3.00	Review, analyze asset purchase agreement (.3); conference with K. Risko and R. Crane re joint venture agreement (.8); review, analyze data room uploads (.3); review and revise summary of key joint venture agreement (1.1); correspond with R. Crane re same (.5).
06/07/23	Daniel Lewis, P.C.	3.00	Review, analyze bidder asset purchase agreement issues (.5); review, analyze bidder asset purchase agreement (1.0); review, analyze Mexico joint venture considerations (1.0); correspond with K&E team re bidder asset purchase agreement issues (.5).
06/07/23	Peter Liskanich	0.70	Correspond with various parties re bidder asset purchase agreement.
06/07/23	Domenico Pietromonaco	1.00	Review and analyze documents for competitively sensitive information and companies' potential overlaps with respect to antitrust risk (.8); correspondence with S. Greco re same (.1); correspond with Company explaining rational of same (.1).
06/07/23	Evangelia Podaras	1.00	Telephone conferences with W. Benter and M. Antinossi re asset purchase agreement markup and outstanding transitional services agreement questions.
06/07/23	Kyla Risko	3.50	Research trademark and contract laws related to bankruptcy.
06/07/23	Kyla Risko	2.50	Review, analyze Mexico joint venture documents.
06/07/23	Kyla Risko	1.10	Telephone conference with R. Crane related to Mexico joint venture trademark license.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/23	Noah Z. Sosnick	3.70	Correspond with K&E team, Alix, and Lazard re sale process, related issues (.5); correspond with Proskauer re sale process (.3); telephone conferences with Lazard and Proskauer re same (.3); review, analyze sale documents, related issues (2.6).
06/07/23	Steve Toth	0.40	Analyze clean team agreement (.1); analyze correspondence re asset purchase agreement matters (.1); participate in advisors update telephone conference with K&E, Lazard, Alix and A&G teams (.2).
06/07/23	Lany L. Villalobos	1.00	Draft executive compensation comments to asset purchase agreement.
06/07/23	Matthew Wood	0.60	Review and provide comments to asset purchase agreement (.4); correspond with various parties re same (.2).
06/07/23	Jessica M. Yeh	2.50	Review and revise asset purchase agreement.
06/07/23	Mary Catherine Young	0.70	Analyze timing considerations re sale process (.2); correspond with N. Sosnick re sale process, schedules re same (.5).
06/08/23	Matthew Antinossi	0.60	Correspond with K&E team re asset purchase agreement issues and revisions (.1); review, analyze same (.1); correspond with K&E team re employee, human resources and transitional services agreement issues (.4).
06/08/23	Allison Azarloza	10.10	Review, revise asset purchase agreement (3.0); draft and revise disclosure schedule shells (4.0); analyze issues re same (2.5); revise consultant NDA (.3); correspond with P. Liskanich re same (.3).
06/08/23	Amy Barber	4.70	Review, analyze M. Darch revisions to purchase agreement (1.1); conference with M. Darch re same (.3); review, analyze intellectual property assignment agreement (.7); review, analyze intellectual property schedules and B. Kovach comments to same (1.1); draft responses re same (.4); review, analyze updated draft of bidder asset purchase agreement (1.1).
06/08/23	Wes Benter	0.20	Review, revise purchase agreement.
06/08/23	Matt Darch	1.00	Review and revise asset purchase agreement (.7); correspond with A. Barber re same (.3).
06/08/23	Thad W. Davis, P.C.	0.90	Review and revise asset purchase agreement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/23	Daniel Elizondo	5.00	Telephone conference with advisors re status (.5); review draft purchase agreement and compose issues list re same (2.2); review correspondence re purchase agreement and disclosure schedules (2.3).
06/08/23	Ross J. Fiedler	2.70	Telephone conference with Alix, Lazard and K&E team re sale process, related issues (.5); correspond with C. Sterrett, Alix and Cole Schotz re liquidation issues (.5); correspond with K&E team re sale process, related issues (1.0); correspond with Proskauer, Cole Schotz re Harmon and Pendergrass sale (.4); correspond with Company, E. Geier and K&E team re bidder sale, related issues (.3).
06/08/23	Emily Geier, P.C.	2.90	Participate in bi-weekly telephone conference with Lazard, K&E team, Alix re asset sale matters and timeline (.6); correspond with K&E team, bidders re asset sale matters (2.3).
06/08/23	Derek I. Hunter	0.70	Correspond with K&E team, Lazard re marketing process.
06/08/23	Sooah Kim	0.20	Correspond with K&E team re purchase agreement revisions.
06/08/23	Ben Kovach	1.30	Review and revise summary of key joint venture agreement (.5); review and revise intellectual property disclosure schedules (.8).
06/08/23	Daniel Lewis, P.C.	3.50	Review, analyze bidder asset purchase agreement issues (1.5); attend to Mexico joint venture analysis and related issues (1.0); correspond with K&E team re various workstreams (1.0).
06/08/23	Peter Liskanich	3.80	Correspondence re bidder asset purchase agreement (.6); review and revise bidder asset purchase agreement (1.0); review, analyze data room financials for schedules (.3); review and revise bidder disclosure schedules (.8); correspond with A. Azarloza re same (.3); review bidder NDA (.2); further revise bidder schedules (.4); correspond with various parties re same (.2).
06/08/23	Domenico Pietromonaco	0.60	Review and analyze documents for competitively sensitive information and companies' potential overlaps with respect to antitrust risk (.5); correspond with Company explaining rational of same (.1).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/23	Evangelia Podaras	2.20	Review and revise purchase agreement (1.9); correspond with K&E team re same (.3).
06/08/23	Kyla Risko	1.00	Prepare correspondence related to privacy policy and bid procedures.
06/08/23	Kyla Risko	0.30	Telephone conference with B. Shea related to data privacy concerns and bid procedures.
06/08/23	Kyla Risko	0.50	Participate in coordination call with Alix and Lazard teams.
06/08/23	Steve Toth	5.90	Analyze correspondence re sale matters (.5); analyze bidder asset purchase agreement and revise (4.0); participate in sale process advisor update telephone conference with Lazard, Alix and K&E team (.2); analyze and respond to correspondence re asset purchase agreement matters (1.2).
06/08/23	Lany L. Villalobos	0.30	Revise executive compensation comments to asset purchase agreement.
06/08/23	Austin Vincenzini	0.20	Review, analyze asset purchase agreement comments.
06/08/23	Austin Vincenzini	0.20	Review, analyze correspondence re asset purchase agreement comments.
06/08/23	Matthew Wood	0.50	Review and provide comments to asset purchase agreement (.3); correspond with various parties re same (.2).
06/08/23	Mary Catherine Young	0.50	Conference with Alix, Lazard teams re sale process.
06/09/23	Allison Azarloza	8.50	Prepare disclosure schedules for carveout asset purchase agreement (4.0); analyze and markup ancillaries (2.1); telephone conference with Company, bidder and lenders re asset purchase agreement (2.0); correspond with various parties re non-disclosure agreements (.4).

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06/09/23	Amy Barber	9.90	Review, analyze updated draft of bidder asset purchase agreement (2.7); correspond with various parties re same (.9); prepare issues list re bidder asset purchase agreement and coordinate with K&E team re same (1.4); prepare for and attend telephone conference with K&E team and Company re responses to issues list (1.0); prepare updated draft of asset purchase agreement to reflect modified positions (1.4); correspond with various parties re same (.6); revise asset purchase agreement to reflect updated discussions (.7); prepare for and attend all-hands telephone conference re asset purchase agreement (1.0); correspond with D. Lewis and M. Darch re updated asset purchase agreement (.2).
06/09/23	Matt Darch	1.40	Prepare for and attend telephone conference re bidder asset purchase agreement (1.0); correspond with various parties re intellectual property documents and related due diligence matters (.4).
06/09/23	Thad W. Davis, P.C.	1.30	Review and revise asset purchase agreement .
06/09/23	Daniel Elizondo	5.40	Telephone conference with Lazard re purchase agreement (.5); review, revise and draft escrow agreement (.6); review, revise and draft buy baby purchase agreement (2.6); review correspondence re same (1.7).
06/09/23	Ross J. Fiedler	3.10	Telephone conference with K&E team, Lazard and Alix re bidder asset purchase agreement (.5); telephone conference with Proskauer re same (.5); telephone conference with Wachtell, K&E team re same (1.0); telephone conference with Company re data preservation (.5); correspond with K&E team re notice of potentially assumed contracts (.3); correspond with D. Elizondo re bidder asset purchase agreement (.3).
06/09/23	Emily Geier, P.C.	4.40	Telephone conference and correspond with Lazard re asset sales (.9); correspond with K&E team, Company, Alix re same (2.4); telephone conference with bidder counsel re same (.4); telephone conference with Proskauer re same (.7).
06/09/23	Derek I. Hunter	3.00	Conference and correspond with K&E team, Lazard re marketing process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/23	Ben Kovach	5.50	Review and revise intellectual property assignment (2.5); review and revise intellectual property schedules (3.0).
06/09/23	Daniel Lewis, P.C.	10.70	Correspond with K&E team, Lazard and Company re bidder asset purchase agreement issues (2.0); correspond with Company re various asset purchase agreement issues (1.8); correspond with K&E team re bidder transaction (1.5); telephone conferences with Proskauer team re bidder issues (1.0); correspond with bidder and K&E teams re asset purchase agreement issues (2.0); correspond with K&E team re same (2.4).
06/09/23	Peter Liskanich	5.20	Correspondence with various parties re sale process (.1); review and revise clean team agreement (.3); conference with Company and Lazard re asset purchase agreement (1.0); conference with Proskauer re asset purchase agreement (.3); correspond with A. Azarloza re various workstreams (.1); correspond with bidder re asset purchase agreement (1.6); correspond with Centre Lane re NDA (.2); review and revise escrow agreement (.2); review and revise bidder bill of sale (.4); review and revise schedules (.7); various correspondence re bidder signing (.3).
06/09/23	Domenico Pietromonaco	0.60	Review and analyze documents for competitively sensitive information and companies' potential overlaps with respect to antitrust risk (.5); correspond with Company explaining rational of same (.1).
06/09/23	Evangelia Podaras	0.30	Correspond with S. Toth re questions on asset purchase agreement markup.
06/09/23	Kyla Risko	0.50	Telephone conference with B. Kovach re intellectual property assignment and purchase agreement.
06/09/23	Kyla Risko	3.00	Prepare updates to bidder diligence streams.
06/09/23	Kyla Risko	2.00	Review, analyze Mexico joint venture license agreement and related Mexico trademark information (1.4); draft summary re same (.6).
06/09/23	Kyla Risko	0.50	Prepare updates to intellectual property assignment agreement form.
06/09/23	Kyla Risko	1.00	Conference with M. Darch re intellectual property diligence matters.

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06/09/23	Steve Toth	9.90	Analyze bidder asset purchase agreement and prepare issues list (2.2); analyze bidder asset purchase agreement re benefits matters (.2); correspond with Lazard, Alix, Company and K&E team re asset purchase agreement (1.0); analyze and respond to correspondence re asset purchase agreements (1.0); correspond with E. Geier re same (.1); correspond with Proskauer and K&E team re asset purchase agreement issues (.7); analyze and respond to correspondence re issues updates (.5); participate in all hands telephone conference re asset purchase agreement with bidder, counsel, Lazard, Alix, Company and K&E team (1.7); correspond with D. Lewis re same (.4); prepare correspondence and summaries following all hands call (.8); revise asset purchase agreement (1.3).
06/09/23	Austin Vincenzini	0.20	Review, analyze correspondence re asset purchase agreement discussion.
06/09/23	Jessica M. Yeh	2.00	Review and revise asset purchase agreement (1.0); draft purchase price allocation methodology (1.0).
06/09/23	Mary Catherine Young	0.20	Correspond with Lazard team re potential bidder.
06/10/23	Allison Azarloza	5.60	Revise disclosure schedule shells (1.6); review and revise agreement exhibits (1.3); confirm seller parties (.9); participate in telephone conferences with Company and bidder re asset purchase agreement (1.8).
06/10/23	Amy Barber	4.90	Finalize comments to bidder asset purchase agreement (1.2); correspond with S. Toth re same (.2); prepare for all-hands issues list discussion and correspondence re same (.3); attend all-hands issues list discussion and correspondence re same (1.0); prepare for and attend bidder asset purchase agreement discussion to align on next steps with respect to markup (.5); revise draft of asset purchase agreement (.3); correspond with D. Lewis and M. Darch re same (.2); review, analyze diligence-related workstreams (.9); prepare response to B. Kovach re same (.3).

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06/10/23	Matt Darch	5.80	Prepare for and attend telephone conference re bidder issues list with Company, Alix, Lazard and K&E team (1.0); prepare for and attend telephone conference re bidder asset purchase agreement with Company team and advisors and bidder team (1.0); prepare for and attend telephone conference with SSP team re bidder asset purchase agreement (.5); review and revise asset purchase agreement (3.3).
06/10/23	Thad W. Davis, P.C.	0.50	Review and revise asset purchase agreement.
06/10/23	Daniel Elizondo	7.20	Telephone conference with Overstock re purchase agreement issues (1.2); telephone conference with Proskauer re Overstock purchase agreement (.4); review correspondence re Overstock purchase agreement (1.1); review, revise and draft purchase agreement (.2); draft, revise issues list re same (1.1); review, revise and draft disclosure schedules (.6); review, revise and draft ancillary documents (1.3); review correspondence re joint venture (1.3).
06/10/23	Ross J. Fiedler	3.10	Telephone conference with Company, Company advisors re bidder issues list (1.0); correspond with K&E team re same (.3); analyze issues re same (.3); telephone conference with Company, bidder re asset purchase agreement (1.5).
06/10/23	Derek I. Hunter	1.00	Conference and correspond with K&E team, Lazard re marketing process.
06/10/23	Ben Kovach	3.50	Review and revise intellectual property assignment agreement (1.3); telephone conference with K. Risko re same (1.0); review and revise intellectual property schedules (1.2).
06/10/23	Daniel Lewis, P.C.	10.50	Review, analyze bidder asset purchase agreement issues (5.5); correspond with K&E team, Lazard, Alix and Company re same (2.0); prepare for and participate in conference with bidder team re same (1.5); correspond with K&E team re various bidder issues (1.5).

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06/10/23	Peter Liskanich	5.50	Correspond with Company and Lazard re issues list (.7); correspond with various parties re asset purchase agreements and schedules (.8); review and revise bidder schedules (.5); correspond with bidder re asset purchase agreement (1.0); correspond with D. Elizondo re process re same (.2); review and revise intellectual property assignment and bill of sale (.7); compile transferor list (.2); correspond with various parties re required signatories (.1); correspond with Proskauer re transactions (.4); correspond with various parties related to transaction (.9).
06/10/23	Kyla Risko	1.00	Telephone conference with B. Kovach re intellectual property assignment agreement.
06/10/23	Kyla Risko	1.00	Participate in issues list call related to bidder bid.
06/10/23	Kyla Risko	1.50	Review, analyze summary of vendor contracts (1.1); draft summary re same (.4).
06/10/23	Kyla Risko	1.00	Prepare updates to intellectual property assignment agreement.
06/10/23	Kyla Risko	4.50	Prepare disclosure schedules related to intellectual property for bidder purchase agreement (3.1); further revise same (1.4).
06/10/23	Steve Toth	5.30	Analyze asset purchase agreement revisions (.6); analyze correspondence re asset purchase agreements and issues list (.4); correspond with Lazard, Alix and K&E team re bidder issues (1.0) correspond with K&E team re same (.3); participate in all hands telephone conference with bidder, counsel, Company, Lazard, Alix and K&E team re asset purchase agreement issues (1.1); correspond with K&E team re all hands call (.8); prepare correspondence re Mexico joint venture (.3); correspond with Company and D. Lewis re timing and process (.1) correspond with bidder counsel re same (.1); analyze and respond to correspondence re issues and updates (.6).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/23	Allison Azarloza	5.70	Analyze and revise disclosure schedules and ancillary documents (3.0); correspond with various parties re diligence (.7); participate in telephone conferences with Company and advisors re open issues and disclosure schedules (2.0).
06/11/23	Amy Barber	7.20	Review bidder asset purchase agreement and issues list (1.7); attend all hands call re same (1.0); prepare for and attend intellectual property schedules follow up discussion (.6); correspond with various parties re same (.7); review, analyze updated disclosure schedules (.8); prepare comments to same (.3); review additional Mexican joint venture documents (.6); draft summary of analysis related to license terms following bankruptcy (.3); review updated bidder asset purchase agreement (.5); correspond with D. Lewis and M. Darch re same (.2); correspond with various parties re closing out all open items in bidder asset purchase agreement (.5).
06/11/23	Matt Darch	10.30	Prepare for and attend telephone conference with Company and bidder team (1.0); prepare for and attend telephone conference re disclosure schedules to the bidder asset purchase agreement (1.3); review and revise schedules to the bidder asset purchase agreement (2.0); review and revise bidder asset purchase agreement (2.8); correspond with A. Barber re revisions to same (.2); review and analyze certain agreements for purposes of including the disclosure schedules (1.0); review and analyze Mexican joint venture agreements and communicate re same (2.0).
06/11/23	Thad W. Davis, P.C.	0.50	Review and revise asset purchase agreement.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/23	Daniel Elizondo	9.00	Telephone conference with Overstock re purchase agreement issues (.8); review correspondence re purchase agreement (.7); review correspondence re schedules (1.1); review, revise and draft schedules (.8); review, revise and draft escrow agreement (1.2); correspond with Proskauer re purchase agreement (.8); review correspondence re Mexico joint venture (1.3); review, revise and draft purchase agreement (1.6); review correspondence re process matters (.7).
06/11/23	Ross J. Fiedler	4.30	Correspond with K&E team, Company advisors re sale process, stalking horse bid and related issues (1.5); analyze issues re same (.5); review, revise asset purchase agreement and sale order (.7); telephone conference with bidder and Company advisors re bidder asset purchase agreement (.7); telephone conference with Company advisors re asset purchase agreement schedules (.5); correspond with K&E team and Proskauer re sale milestones (.2); telephone conference with Proskauer re same (.2).
06/11/23	Emily Geier, P.C.	2.10	Correspond and telephone conference with client, Company advisors, Proskauer re stalking horse asset purchase agreement.
06/11/23	Derek I. Hunter	2.10	Conference and correspond with K&E team, Lazard re marketing process.
06/11/23	Ben Kovach	11.20	Review, analyze intellectual property schedules (2.7); further analyze same (1.4); correspond with various parties re same (1.6); review and revise purchase agreement (.7); telephone conference with K. Risko re same (1.8); review, analyze data room uploads (3.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/23	Daniel Lewis, P.C.	14.50	Review, analyze bidder asset purchase agreement and related issues (3.5); further analyze same (3.5); correspond with K&E team, Lazard, Alix, and Company re same (1.5); prepare for and conference with bidder team re same (2.0); review, analyze bidder asset purchase agreement schedules and related diligence issues (2.5); correspond with K&E team re Bidder asset purchase agreement issues (1.5).
06/11/23	Peter Liskanich	7.60	Correspond with various parties re bidder bid (.3); review and revise intellectual property schedules (.3); correspond with various parties re the same (.3); conference with bidder and Wachtell re asset purchase agreement (.3); review and revise schedules and discuss with intellectual property (1.5); correspond with Company and Alix re disclosure schedules (1.2); review and revise schedules based on discussion with Company and various other correspondence (1.6); further revise disclosure schedules (.5); correspond with various parties re same (.5); review and revise Wachtell mark-up of schedules (.1); conference with K&E team re Mexico license and other intellectual property issues (.4); correspond with D. Elizondo re next steps (.2); correspond with Company re disclosure schedules (.2); revise schedules based on feedback from K&E team (.2).
06/11/23	Kyla Risko	1.20	Participate in telephone conference re intellectual property schedules for bidder bid.
06/11/23	Kyla Risko	1.80	Telephone conference with B. Kovach and A. Barber related to amendments to the disclosure schedules.
06/11/23	Kyla Risko	1.50	Review, analyze vendor contracts (1.1); draft summary of same (.4).
06/11/23	Kyla Risko	5.30	Prepare disclosure schedules related to intellectual property for bidder purchase agreement.
06/11/23	Kyla Risko	1.70	Telephone conference with B. Kovach and A. Barber related to amendments to purchase agreement for bidder.
06/11/23	Kyla Risko	0.70	Prepare correspondence re Mexican intellectual property encumbrances.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/23	Noah Z. Sosnick	5.30	Telephone conference with bidder re asset purchase agreement (.7); telephone conference with K&E, Alix re same (.6); correspond with K&E team re stalking horse materials (.4); correspond with P. Liskanych re asset purchase agreement signature pages (.3); correspond with K&E team re bidder website issue (.2); review and analyze issues re Mexican joint venture (.7); correspond with K&E team re same (.3); revise sale notices (.4); review and revise sale order (.3); correspond with Wachtell re same (.2); correspond with Company, K&E re Mexican joint venture agreement (.3); correspond with Proskauer re sale order (.2); correspond with K&E team, Cole Schotz re sale deadline extension notice (.3); revise same (.1); correspond with UCC, Alix re same (.3).
06/11/23	Steve Toth	11.70	Analyze and revise asset purchase agreement (1.8); correspond with various parties re same (.5); analyze joint venture matters (.7); participate in all hands telephone conference re asset purchase agreement issues with bidder, counsel, Company, K&E team, Lazard and Alix (1.2); revise asset purchase agreement and prepare related correspondence (1.3); analyze and respond to correspondence re asset purchase agreement and joint venture matters (.5); prepare schedule re Mexico intellectual property matters (.8); analyze asset purchase agreement and schedules and related correspondence (.7); correspond with R. Fielder re joint venture matters (.3); correspond with bidder counsel re asset purchase agreement and escrow (.2); analyze asset purchase agreement matters (.7); analyze revised asset purchase agreement and revise and prepare related correspondence (3.0).
06/11/23	Mary Catherine Young	1.60	Correspond with N. Sosnick, Kroll team re bidding procedures notice (.7); draft notice of potentially assumed executory contracts (.5); draft notice of extension of dates and deadlines re bidding procedures (.4).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Allison Azarloza	6.40	Revise disclosure schedules and ancillaries (3.5); compile final documents (1.4); telephone conferences with lenders and counsel re agreement markups (1.5).
06/12/23	Amy Barber	8.70	Revise and finalize bidder asset purchase agreement (.9); review, analyze updated bidder asset purchase agreement (.4); review, analyze draft of transitional services agreement and related documents (.6); correspond with various parties re same (.3); draft provisions re certain licenses (1.1); correspond with D. Lewis and M. Darch re same (.6); review, analyze disclosure schedules from material contracts, model contracts perspective (1.3); correspond with K. Risko and B. Kovach re same (.4); telephone conference with B. Kovach re bidder asset purchase agreement and correspondence re same (1.0); revise general disclosure schedules and registered intellectual property schedules with K. Risko (2.1).
06/12/23	Matt Darch	8.30	Review and revise disclosure schedules to bidder asset purchase agreement (1.0); correspond with A. Barber re intellectual property assignment agreement (.3); prepare for and attend telephone conference with lender team (.5); review and revise asset purchase agreement with bidder to include additional wind-down covenants and shared assets (3.3); prepare for and attend negotiation telephone conferences with bidder team (2.2); correspond with various parties re Mexican joint venture agreements (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Daniel Elizondo	7.80	Telephone conference with Overstock re purchase agreement issues (.9); telephone conference with Company re Overstock purchase agreement (.9); telephone conference with Wachtell re Overstock purchase agreement (.7); telephone conference with Company re Overstock purchase agreement (.6); review, revise and draft purchase agreement (.7); review correspondence re purchase agreement (1.1); review, revise and draft disclosure schedules (1.3); review correspondence with Proskauer re purchase agreement (.3); review, analyze correspondence re ancillary documents (.6); review, analyze correspondence re go global transition services agreement (.3); review correspondence re Overstock 8-K filing (.4).
06/12/23	Ross J. Fiedler	4.20	Telephone conference with E. Geier, K&E team re intellectual property licenses (.5); telephone conference with Proskauer, K&E team re bidder asset purchase agreement (.5); telephone conferences with Company, H. Etlin, E. Geier, K&E team and Lazard re same (.8); telephone conference with Wachtell, E. Geier, K&E team re same (.5); correspond with Proskauer, E. Geier, K&E team and Company re same (1.3); review, analyze bidder sale order (.3); review, revise communications re stalking horse purchaser (.3).
06/12/23	Emily Geier, P.C.	5.60	Telephone conferences and correspond with Lazard, R. Fiedler, K&E team, Alix team re stalking horse asset purchase agreement (3.6); telephone conference with consultation parties re same (.6); telephone conferences with bidder re same (1.4).
06/12/23	Derek I. Hunter	2.80	Conference and correspond with E. Geier, K&E team, Lazard re marketing process.
06/12/23	Ben Kovach	10.00	Review and revise intellectual property schedules (3.1); correspond with various parties re same (1.4); review and revise intellectual property assignment agreement (3.7); correspond with various parties re same (1.8).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Daniel Lewis, P.C.	8.50	Review, analyze bidder asset purchase agreement (2.0); further analyze bidder asset purchase agreement and related issues (3.2); telephone conferences with Company, Wachtell and K&E teams (3.3).
06/12/23	Peter Liskanich	5.00	Correspond with Company re open asset purchase agreement issues (.4); correspond with counterparties re bidder NDA (.2); correspond with counterparties re signing matters (1.6); review and revise disclosure schedules (1.0); correspond with Wachtell re final points (.4); correspond with Company re same (.4); review and revise schedules (.7); review and revise asset purchase agreement (.3).
06/12/23	Domenico Pietromonaco	0.50	Review and analyze documents confidentiality considerations (.4); correspond with Company re same (.1).
06/12/23	Kyla Risko	1.00	Telephone conference with various parties related to the bidder bid.
06/12/23	Kyla Risko	1.80	Draft summary of trademarks.
06/12/23	Kyla Risko	1.00	Participate in issues list telephone conference with various parties related to bidder bid.
06/12/23	Kyla Risko	2.50	Review, analyze trademarks up for renewal.
06/12/23	Kyla Risko	5.10	Draft disclosure schedules re intellectual property for bidder purchase agreement (3.5); review, revise same (1.6).
06/12/23	Noah Z. Sosnick	3.70	Telephone conference with K&E team re Mexican joint venture issues (.5); telephone conference with Company, K&E team re bidder asset purchase agreement issues (.5); telephone conference with Wachtell, K&E re bidder asset purchase agreement (.4); correspond with Cole Schotz, UCC re notice of revised deadlines (.3); coordinate filing re same (.2); correspond with C Street re sale timeline (.3); draft and revise stalking horse notice (1.2); correspond with K&E team re stalking horse matters (.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Steve Toth	10.70	Analyze revised asset purchase agreement comments (.2); correspond with K&E team re Mexico matters (.5); analyze asset purchase agreement and prepare related correspondence (2.3); analyze and respond to correspondence re finalizing asset purchase agreement issues (.8); further analyze correspondence re asset purchase agreement issues (.8); correspond with Proskauer and K&E re asset purchase agreement issues (.4); revise asset purchase agreement (.5); correspond with K&E intellectual property team re same (.2); revise asset purchase agreement (.6); correspond with various parties re same (.8); correspond with bidder counsel and K&E team re final issues (.4); draft related correspondence (.1); correspond with Company, K&E and Alix re issues (.3); correspondence re final issues (.8); correspond with Proskauer, K&E team and SSP re final issues (.2); correspond with Proskauer re asset purchase agreement (.2); finalize asset purchase agreement and related documents and sign (1.6).
06/12/23	Jessica M. Yeh	0.70	Review and revise Overstock asset purchase agreement.
06/12/23	Mary Catherine Young	1.50	Conference with M. Darch, K&E team re joint venture intellectual property license considerations (.5); review, analyze correspondence re bidder bid (.4); revise communications materials re same (.6).
06/13/23	Allison Azarloza	2.00	Analyze and revise draft of escrow agreement (1.0); telephone conference with bidder re terms of asset purchase agreement and transition services agreement (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/23	Amy Barber	6.20	Review, analyze disclosure schedules and form of intellectual property assignment agreement and correspondence re same (1.4); correspond with M. Darch re same (.4); review and revise bidder asset purchase agreement issues list and draft with B. Kovach (1.3); correspond and conference with K&E team re same (.6); review, analyze bidder responsive transitional services agreement markup (.7); review and revise K. Risiko draft of transitional services agreement issues list and correspondence re same (.8); progress diligence workstreams with K&E team (.4); telephone conference with M. Darch re transitional services agreement issues list and correspondence re same (.6).
06/13/23	Matt Darch	5.10	Prepare for and attend telephone conference re transition services agreement schedules (1.0); prepare for and attend telephone conference re bid status (1.0); review and analyze draft of transition services agreement (2.5); revise transition services agreement (.6).
06/13/23	Tamar Donikyan	1.20	Correspond with Company and D. Hunter, K&E team re stalking horse agreement (.2); review, revise agreement (.4); draft 8-K re same (.5); conferences with Company D. Hunter, K&E team re filing same (.1).
06/13/23	Daniel Elizondo	3.70	Telephone conference with Company re go global baby business proposal (.7); review, revise and draft escrow agreement for baby business (.8); review correspondence re baby sale (2.2).
06/13/23	Ross J. Fiedler	2.60	Telephone conference with K&E team, Lazard and Alix re sale process, related issues (.5); telephone conference with K&E team, Lazard and bidder re transitional services agreement (.5); review, analyze communications re stalking horse purchaser (.3); telephone conferences with Wachtell, K&E team re bidder sale, related issues (.5); review, analyze bidder 8-K filing (.2); correspond with K&E team, Alix re notice of potentially assumed contracts and leases (.3); review, revise same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/23	Emily Geier, P.C.	2.60	Participate in bi-weekly telephone conference with Lazard, K&E team, Alix re asset sale matters (.7); correspond with K&E team, bidder re asset sale matters (1.9).
06/13/23	Derek I. Hunter	1.60	Participate in coordination telephone conference with K&E team, Lazard, Alix re non-lease sale process.
06/13/23	Ben Kovach	8.00	Review and revise purchase agreement (3.1); correspond with various parties re same (.7); participate in alignment conference with various parties re same (.5); draft responses to diligence requests (2.5); correspond with various parties re same (1.2).
06/13/23	Daniel Lewis, P.C.	3.80	Review, analyze bidder transitional services agreement and asset purchase agreement (2.5); prepare for and participate in telephone conference with Company and bidder team re same (1.0); review, analyze additional bid (.3).
06/13/23	Peter Liskanich	1.50	Correspond with Lazard re auction process (.5); draft sanitized asset purchase agreement based on stalking horse asset purchase agreement (.4); correspond with various parties re same (.1); revise sanitized asset purchase agreement (.3); correspond with various parties re same (.2).
06/13/23	Domenico Pietromonaco	0.20	Review and analyze documents for competitively sensitive information and companies' potential overlaps with respect to antitrust risk.
06/13/23	Kyla Risko	1.20	Telephone conference with various parties re transition services agreement.
06/13/23	Kyla Risko	1.70	Correspond with M. Darch re outstanding questions re transition services agreement.
06/13/23	Kyla Risko	1.50	Review, analyze transition services agreement.
06/13/23	Kyla Risko	3.00	Prepare summary of issues in the transition services agreement.
06/13/23	Kyla Risko	2.50	Prepare short form purchase agreement.
06/13/23	Kyla Risko	1.40	Participate in issues list telephone conference with various parties related to bidder bid.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/23	Noah Z. Sosnick	0.90	Revise stalking horse notice (.4); coordinate filing re same (.2); correspond with C Street re sale process (.1); correspond with K&E re notice of potentially assumed contracts (.2).
06/13/23	Steve Toth	3.80	Analyze correspondence re asset purchase agreement emails (.2); analyze and revise bidder asset purchase agreement (1.4); participate in advisor sale process telephone conference with K&E team and Lazard (.6); correspond with D. Elizondo re same (.2); correspond with Alix, bidder, Company and K&E team re transitional services agreement matters (1.0); analyze asset purchase agreement and prepare related correspondence (.4).
06/13/23	Mary Catherine Young	2.30	Revise contract assumption notice (1.2); correspond with N. Sosnick re same (.1); review correspondence re bidder asset purchase agreement (.3); correspond with N. Sosnick re same (.2); conference with Alix, Lazard teams re sale process work in process (.3); review, revise transitional services agreement issues list (.2).
06/14/23	Matthew Antinossi	0.20	Correspond with K&E team re purchase due diligence requests and employee benefits issues.
06/14/23	Allison Azarloza	4.50	Analyze asset purchase agreements and prepare disclosure schedules (3.5); participate in telephone conference with Company and bidder re agreement (1.0).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/14/23	Amy Barber	8.10	Correspond with K. Risko re questions re transitional services agreement draft (.6); review, analyze bidder comments to asset purchase agreement (.7); correspond with various parties re open items in bidder transitional services agreement and asset purchase agreement (.8); correspond with bidder counsel re same (.6); correspond with various parties re open items in transitional services agreement and proposal re indemnity and risk shifting (1.1); prepare updated draft of asset purchase agreement with B. Kovach (.6); correspond with Company team re employee matters in transitional services agreement (.9); review, analyze K. Risko draft of transitional services agreement and prepare updates to same and provide to M. Darch for comment (1.3); iterate and review disclosure schedules and align with K. Risko and B. Kovach re same (1.5).
06/14/23	Matt Darch	7.30	Prepare for and attend telephone conference with K&E and Alix teams re bidder transition services agreement (.7); prepare for and attend telephone conference with FRB team re bidder transition services agreement (.7); review and revise bidder transition services agreement (3.5); review and revise bidder asset purchase agreement (2.4).
06/14/23	Daniel Elizondo	3.40	Telephone conference with go global re sale of baby business (.5); telephone conference with go global re transition services issues (.6); review correspondence re bids and purchase agreements (2.3).
06/14/23	Ross J. Fiedler	1.00	Telephone conference with Company, K&E team, Alix and Lazard re bidder issues list (.5); telephone conference with FRB, Company advisors re bidder asset purchase agreement (.5).
06/14/23	Max M. Freedman	1.70	Review, revise transition services agreement (1.4); conference with M. Young re same (.2); correspond with R. Fiedler, K&E team re same (.1).
06/14/23	Michael Goodrich	2.00	Review, analyze comments to bid draft of asset purchase agreement (1.5); prepare issues list re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/14/23	Derek I. Hunter	1.50	Conference and correspond with K&E team, Lazard re marketing process.
06/14/23	Ben Kovach	7.00	Research diligence request responses (1.4); draft same (1.1); review and revise purchase agreement (1.6); analyze issues re same (1.3); correspond with various parties re same (1.6).
06/14/23	Daniel Lewis, P.C.	7.30	Review, analyze transitional services agreement and asset purchase agreement matters (2.0); telephone conference with bidder and K&E teams re same (1.5); review, analyze bids for other assets and correspond with K&E team (1.3); correspond with K&E team re bidder issues (2.5).
06/14/23	Peter Liskanich	3.50	Correspond with Company re transitional services agreement (.3); correspond with FRB re bidder asset purchase agreement (.5); review various intellectual property bids (1.3); draft summary re same (.9); correspond with various parties re matter (.5).
06/14/23	Jason Robert Perry	1.60	Review and analyze bid asset purchase agreement (1.1); prepare issues list (.5).
06/14/23	Evangelia Podaras	0.60	Correspond with corporate and intellectual property teams re transferring employee records (.2); review, analyze transitional services agreement edits (.1); telephone conference with W. Benter re same (.3).
06/14/23	Kyla Risko	4.70	Prepare updates to transition services agreement.
06/14/23	Kyla Risko	1.90	Review, analyze bid summaries.
06/14/23	Kyla Risko	1.40	Prepare correspondence re updates to transition services agreement.
06/14/23	Sam Schaffer	4.60	Review, analyze asset purchase agreement (3.1); draft issues list (1.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/14/23	Steve Toth	7.10	Analyze correspondence re bidder asset purchase agreement (.2); analyze transitional services agreement (.4); correspond with Company, K&E team, Alix and Lazard re transitional services agreement and asset purchase agreement issues (.5); correspond with bidder counsel and K&E team re transitional services agreement and asset purchase agreement issues (1.0); correspondence re transitional services agreement and prepare telephone conference summary (.6); conference with K&E team re bids (.3); prepare correspondence re bid analysis and process (.4); revise bidder asset purchase agreement and distribute (3.7).
06/14/23	Austin Vincenzini	0.20	Corresponds re TSA and ECEB input.
06/15/23	Matthew Antinossi	1.10	Review and revise transitional services agreement schedule re employee benefits issues (.4); correspond with S. Kim re same (.2); review, analyze client comments to transitional services agreement schedule (.2); correspond with K&E team re same and re employee leasing versus transitional services agreement approach (.2); review, analyze draft asset purchase agreement (.1).
06/15/23	Allison Azarloza	0.30	Correspond with various parties re schedules and escrow agreement.
06/15/23	Amy Barber	11.30	Review materials and questions related to piecemeal bids (1.7); correspond with B. Kovach re same (.4); conference with M. Darch and B. Kovach re open workstreams related to individual asset bidders (.8); review, analyze bidder updates (.9); attend update telephone conference with various parties (.6); circulate summary of same to K&E team (.1); review, analyze bidder updated asset purchase agreement (1.3); prepare summary for Company team re transitional trademark license (1.6); attend transitional services agreement discussion (.7); correspond with various parties re same (.4); prepare updated draft of bidder asset purchase agreement to conform to discussions and to bidder shared asset perimeter (2.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/23	Matt Darch	3.60	Review and revise transition services agreement schedules (2.3); conference with A. Barber re open workstreams related to individual asset bidders (.8); prepare for and attend check-in telephone conference with Lazard team (.5).
06/15/23	Ross J. Fiedler	1.60	Telephone conference with K&E team, Alix, and Lazard re sale process, related issues (.5); correspond with K&E team re sale auction, related issues (.5); correspond with K&E team re stalking horse purchaser matters (.3); review sale order (.3).
06/15/23	Derek I. Hunter	1.50	Participate in coordination telephone conference with K&E team, Lazard, AlixPartners re non-lease sale process.
06/15/23	Sooah Kim	2.00	Review and analyze email correspondence re transition services agreement issues (.2); review, analyze purchase agreement (.2); review and revise transition services agreement (.7); correspond with W. Benter re deal issues (.2); draft transition services agreement issues list (.7).
06/15/23	Ben Kovach	7.30	Review and revise purchase agreements (2.1); correspond with A. Barber re same (.4); conference with A. Barber to discuss open workstreams related to individual asset bidders (.8); attend process coordination conference and take notes (.5); review and draft responses to diligence requests (3.5).
06/15/23	Daniel Lewis, P.C.	2.00	Review, analyze bids for various assets (1.0); review, analyze Mexican joint venture power of attorney and correspond with K&E team (.5); review, analyze bidder transitional services agreement issues (.5).
06/15/23	Peter Liskanich	1.00	Attend status telephone conference with Lazard (.4); correspond with D. Elizondo re various workstreams (.1); correspond with various parties re disclosure schedules (.5).
06/15/23	Domenico Pietromonaco	0.20	Review and analyze documents for competitively sensitive information and companies' potential overlaps with respect to antitrust risk.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/23	Evangelia Podaras	1.20	Correspond with W. Benter re transitional services agreement and asset purchase agreement (.6); review, analyze correspondence and revisions to transitional services agreement schedules (.6).
06/15/23	Kyla Risko	2.30	Telephone conference re transition services agreement schedule.
06/15/23	Kyla Risko	0.50	Prepare correspondence re transition services agreement schedule.
06/15/23	Kyla Risko	1.00	Prepare updates to intellectual property assignment agreement.
06/15/23	Kyla Risko	1.00	Participate in issues list telephone conference re bidder bid.
06/15/23	Kyla Risko	2.70	Prepare purchase agreement disclosure schedules for bidder bid.
06/15/23	Sam Schaffer	2.00	Review, analyze asset purchase agreement (1.5); draft issues list (.5).
06/15/23	Noah Z. Sosnick	1.10	Correspond with K&E team re sale issues (.6); telephone conference with advisor group re sale process (.5).
06/15/23	Steve Toth	3.50	Analyze correspondence re asset purchase agreement issues (.2); analyze bid asset purchase agreements (.4); correspond with K&E team re same (.2); analyze bid asset purchase agreements (.6); analyze Canada asset purchase agreement (.9); participate in advisor sale process update with K&E team, Lazard and Alix (.2); analyze and revise bidder asset purchase agreement (.7); analyze and respond to correspondence re transitional services agreement matters (.3).
06/15/23	Lany L. Villalobos	0.50	Draft executive compensation comments to transitional services agreement schedule.
06/15/23	Austin Vincenzini	0.20	Correspond with M. Wood, K&E team, re TSA (.1); conference with R. Fiedler, K&E team re same (.1).
06/15/23	Matthew Wood	0.10	Review, analyze schedule.
06/15/23	Mary Catherine Young	1.30	Draft cure amount objection summary (.8); conference with Alix, Lazard teams re sale process work in process (.5).
06/16/23	Matthew Antinossi	0.20	Review, analyze correspondence from K&E team re employee transition issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/23	Allison Azarloza	3.80	Revise NDA (.6); revise asset purchase agreement (2.2); telephone conference with various parties re bidder agreements (1.0).
06/16/23	Amy Barber	1.30	Review, analyze updates and correspondence related to active sale workstreams (.3); review, analyze M. Darch updates from internal call and align with team re next steps (.5); correspond with K. Risko re transitional services agreement items (.3); prepare comments to diligence items and questions related to license agreements (.2).
06/16/23	Matt Darch	1.20	Prepare for and attend telephone conference with various parties re bids (.6); review asset purchase agreements (.6).
06/16/23	Daniel Elizondo	2.70	Review correspondence re reviewing bids and auction coordination (2.3); telephone conference with R. Fiedler, K&E team re same (.4).
06/16/23	Emily Geier, P.C.	2.70	Review, analyze bids (1.4); correspond with client, Lazard, K&E team re same (1.3).
06/16/23	Derek I. Hunter	0.40	Correspond with K&E team, Lazard re marketing process.
06/16/23	Sooah Kim	0.20	Review and analyze transitional services agreement related issues.
06/16/23	Ben Kovach	1.00	Review, analyze diligence requests (.6); draft responses re same (.2); correspond with various parties re same (.2).
06/16/23	Daniel Lewis, P.C.	2.50	Review, analyze various bids and conference with Lazard and Company re same (1.0); correspond with K&E team re bids (1.5).
06/16/23	Peter Liskanich	2.00	Correspond with various parties related to bid deadline (.4); correspond with S. Toth and team re intellectual property bids and approach (.4); review and correspond with A. Azarloza re bidder NDA (.2); review, analyze intellectual property auction asset purchase agreements (.6); correspond with various re the same (.4).
06/16/23	Jason Robert Perry	1.60	Review and analyze bid documents for certain bidder.
06/16/23	Kyla Risko	1.50	Prepare summary of Mexico intellectual property diligence.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/23	Kyla Risko	1.00	Prepare updates to intellectual property assignment agreement.
06/16/23	Kyla Risko	5.50	Review, analyze bid drafts (3.4); draft summary re same (2.1).
06/16/23	Kyla Risko	0.50	Telephone conference with B. Kovach re purchase agreements.
06/16/23	Kyla Risko	1.30	Telephone conference with A. Barber re purchase agreements.
06/16/23	Sam Schaffer	6.60	Review, analyze auction bids and asset purchase agreements (3.2); revise issues list grid (2.9); participate in telephone conference re auction bids with S. Toth and K&E team (.5).
06/16/23	Steve Toth	1.20	Analyze correspondence re bidder asset purchase agreements (.3); correspond with K&E team re bidder asset purchase agreements (.6); respond to related correspondence (.3).
06/16/23	Austin Vincenzini	0.20	Correspond with K&E team re TSA and related issues.
06/16/23	Mary Catherine Young	0.80	Draft cure objection summary.
06/17/23	Allison Azarloza	2.50	Review and revise bidder asset purchase agreement.
06/17/23	Amy Barber	5.20	Review, analyze updated bidder asset purchase agreement and prepare comments to same (1.2); review, analyze updated asset purchase agreement and prepare comments to same (1.3); correspond with M. Darch and K. Risko re same (.5); conference with K. Risko to align on updated markups (.8); review and respond to correspondence re updated bids (1.4).
06/17/23	Matt Darch	1.20	Prepare for and attend telephone conference with various parties re bid status (.8); correspond with various parties re review of assets purchase agreements for intellectual property assets (.4).
06/17/23	Ross J. Fiedler	1.00	Telephone conference with Company, Lazard, Alix and K&E team re bid and auction, related issues (.5); correspond with N. Sosnick, K&E team re same (.5).
06/17/23	Derek I. Hunter	1.50	Conference and correspond with K&E team, Lazard re marketing process.

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06/17/23	Peter Liskanich	2.20	Draft summary of outstanding auction bids and open issues and ancillary documents (1.1); review and revise bidder asset purchase agreement (.5); correspond with K&E teams re bidder open issues (.2); review and revise asset purchase agreement (.2); further revise summary (.2).
06/17/23	Kyla Risko	0.80	Telephone conference with A. Barber re purchase agreements.
06/17/23	Kyla Risko	4.60	Prepare comments to purchase agreement.
06/17/23	Kyla Risko	1.00	Prepare correspondence summarizing issues re purchase agreement.
06/17/23	Kyla Risko	2.90	Review, revise proposed purchase agreement.
06/17/23	Kyla Risko	1.00	Review, revise issues list re proposed purchase agreements.
06/17/23	Sam Schaffer	5.80	Review, revise proposed asset purchase agreement (3.9); further review, revise same (1.9).
06/17/23	Noah Z. Sosnick	2.00	Telephone conference with advisor group re sale process (1.0); correspond with R. Fiedler, K&E team re contract list (.3); correspond with Cole Schotz re stalking horse order (.2); correspond with R. Fiedler, K&E team re same (.3); correspond with AG, Committee re bids (.2).
06/17/23	Steve Toth	5.10	Conference with Lazard, Company, Alix team, K&E team re bids (1.0); analyze bidder purchase agreements (1.0); draft correspondence re same (1.5); draft issues list re same (1.6).
06/17/23	Mary Catherine Young	0.80	Conference with Lazard team re auction logistics.
06/18/23	Allison Azarloza	6.50	Review, analyze bidder purchase agreements (3.9); review, revise same (2.6).
06/18/23	Amy Barber	6.20	Review, revise bidder purchase agreement (1.9); correspond with B, Kovach, K&E team re structure of limited asset sales (.4); review, revise bidder purchase agreement (1.4); review, revise materials re Beyond domain name (1.2); review, revise disclosure schedules (1.1); correspond with K. Risko, K&E team re same (.2).
06/18/23	Matt Darch	2.70	Review, revise bidder purchase agreements.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/18/23	Max M. Freedman	0.80	Review, revise sale hearing notice (.5); correspond with N. Sosnick, M. Young re same (.3).
06/18/23	Derek I. Hunter	0.20	Correspond with K&E team, Lazard re marketing process.
06/18/23	Ben Kovach	3.50	Review, revise bidder purchase agreement (.5); review, revise disclosure schedules (2.8); correspond with K. Risko, K&E team re same (.2).
06/18/23	Peter Liskanich	1.00	Review, revise bidder purchase agreements.
06/18/23	Jeffrey Norgle	3.30	Review, analyze intellectual property disclosure schedules (3.1); correspond with K. Risko re same (.2).
06/18/23	Jason Robert Perry	0.90	Review, analyze summary re bidder purchase agreements.
06/18/23	Kyla Risko	1.60	Review, revise bidder purchase agreement.
06/18/23	Kyla Risko	1.90	Review, revise bidder purchase agreement.
06/18/23	Kyla Risko	3.30	Review, revise bidder purchase agreement.
06/18/23	Kyla Risko	3.80	Review, revise bidder purchase agreement.
06/18/23	Kyla Risko	4.30	Review, revise bidder purchase agreement.
06/18/23	Kyla Risko	0.70	Telephone conference with A. Barber re bidder purchase agreement.
06/18/23	Sam Schaffer	4.00	Review, revise bidder purchase agreement (3.0); draft bill of sale and assignment and assumption agreement (1.0).
06/18/23	Noah Z. Sosnick	2.00	Correspond with R. Fiedler, K&E team re sale process issues (.6); review and revise stalking horse order (1.2); correspond with R. Fiedler, K&E team re same (.2).
06/18/23	Steve Toth	0.80	Analyze updated bidder purchase agreements (.4); draft issues lists re same (.2); analyze correspondence re sale and auction process (.2).
06/18/23	Jessica M. Yeh	1.70	Review and revise asset purchase agreements.
06/18/23	Mary Catherine Young	0.50	Review correspondence re sale process (.4); correspond with Alix team re schedule of potentially assumed executory contracts (.1).
06/18/23	Mary Catherine Young	3.00	Research re order re entry into stalking horse agreement (.9); draft order re same (1.6); correspond with M. Freedman re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/23	Matthew Antinossi	0.50	Review revised transaction support agreement service schedule and correspondence from K&E team re same (.3); correspond with K&E team re employee benefits issues with TSA revisions (.2).
06/19/23	Allison Azarloza	9.40	Review, analyze bidder asset purchase agreements (3.9); research, analyze precedent re same (3.9); review, revise bidder asset purchase agreements (1.2); review, revise non-disclosure agreement (.4).
06/19/23	Amy Barber	5.10	Correspond with K. Risko, K&E team re bidder asset purchase agreement (.4); review, revise bidder asset purchase agreement (1.8); correspond with B. Kovach, K&E team re proposed domain name-related representations (.3); review, revise bidder asset purchase agreement (2.4); correspond with K. Risko, K&E team re bids, asset purchase agreements (.2).
06/19/23	Matt Darch	6.00	Conference with R. Fiedler, K&E team re bidder asset purchase agreement (.5); review and revise beyond.com asset purchase agreement (1.0); review and revise bidder purchase agreements (3.2); conference re transition services (1.0); correspond with A. Barber, K&E team re due diligence issue (.3).
06/19/23	Daniel Elizondo	9.80	Review correspondence, materials re potential joint venture (1.6); review, revise and draft purchase agreement for Overstock (1.9); review, revise and draft purchase agreement for Wamsutta intellectual property (3.2); review correspondence re same (.2); review correspondence re non-disclosure agreement (.8); telephone conference with Lazard re process (.4); review, revise and draft Harmon purchase agreement (1.7).
06/19/23	Ross J. Fiedler	1.70	Telephone conference with Company, Lazard, M. Darch, K&E team and Alix team re sale process, related issue (.5); correspond with E. Geier, K&E team re auction, related issues (.5); revise auction notices (.3); revise stalking horse approval order (.4).

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06/19/23	Emily Geier, P.C.	3.30	Conference with Company, advisor group re asset sales (1.4); correspond with R. Fiedler, K&E team re auction (1.3); correspond with Committee, DIP lender re same (.6).
06/19/23	Michael Goodrich	0.80	Review, revise bill of sale and assignment and assumption agreement.
06/19/23	Derek I. Hunter	1.60	Conference with R. Fiedler, K&E team, Lazard re marketing process (.5); correspond with same re same (1.1).
06/19/23	Ben Kovach	1.50	Draft responses to diligence requests (.5); review and revise disclosure schedules (1.0).
06/19/23	Daniel Lewis, P.C.	2.50	Review, revise bids for various assets (1.3); correspond with R. Fiedler, K&E team, Lazard re same (.2); review, analyze transaction support agreement open issues (.6); telephone conference with confidential counterparty, Company re same (.4).
06/19/23	Peter Liskanich	7.20	Review and revise bidder asset purchase agreements (1.2); correspond with re same (1.0); prepare punch list of open bidder purchase agreements (1.0); review and revise beyond.com purchase agreement (1.0); review and summarize sale alternative transaction restrictions re bidder purchase agreement (.5); review, revise bidder purchase agreement asset purchase agreement (.8); correspond with R. Fiedler, K&E team re bidder purchase agreement (.2); review, revise bidder purchase agreement (.9); correspond with K&E team re sale order (.1); further review, revise purchase agreement punchlist (.3); conference with D. Elizondo re bidder purchase agreement (.1); review, revise same (.1).
06/19/23	Sarah R. Margolis	0.70	Correspond with M. Sloman re lease cure objection (.3); correspond with R. Fiedler, Cole Schotz re same (.1); office conference with N. Howard re same (.3).
06/19/23	Jeffrey Norgle	4.20	Review and analyze intellectual property listed in disclosure schedules (3.9); correspond with K. Risko re same (.3).
06/19/23	Kyla Risko	1.00	Conference with B. Kovach, K&E team re bidder asset purchase agreement, issues list.
06/19/23	Kyla Risko	3.20	Review, revise bidder purchase agreement.
06/19/23	Kyla Risko	2.40	Revise disclosure schedules.

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06/19/23	Kyla Risko	0.80	Telephone conference with A. Barber re domain purchase agreement.
06/19/23	Kyla Risko	2.00	Review, revise bidder purchase agreement.
06/19/23	Kyla Risko	1.90	Review, revise bidder purchase agreement.
06/19/23	Sam Schaffer	6.10	Revise disclosure schedules re asset purchase agreement (3.9); revise bidder asset purchase agreement (2.2).
06/19/23	Kristie Sham	0.30	Review and compile non-disclosure agreements.
06/19/23	Noah Z. Sosnick	5.90	Telephone conference with S. Toth, K&E team, Company re deal status (.7); correspond with C. Pavlovich re sale process (.2); correspond with R. Fiedler, K&E team re adequate assurance (.2); review bidding procedures order re same (.2); correspond with R. Fiedler, K&E team re sale order purchase agreement language (.3); correspond with M. Young, K&E team re bid notice (.2); revise same (.2); review and analyze issues re sale process (.3); correspond with Lazard re bid parties (.1); correspond with L. Roglen re sale process (.2); review and revise stalking horse order (1.4); correspond with R. Fiedler, K&E re same (.3); correspond with U.S. Trustee re auction (.2); revise sale order (1.2); correspond with confidential counterparties re cure objections (.2).
06/19/23	Steve Toth	3.10	Telephone conference with Company, Alix team, Lazard, N. Sosnick. K&E team re bid and sale process update (.7); analyze bidder purchase agreements (1.3); analyze process communications and correspondence re bidder purchase agreements (1.1).
06/19/23	Austin Vincenzini	0.20	Correspond with M. Wood, K&E team re sale status.
06/19/23	Jessica M. Yeh	1.00	Review and revise asset purchase agreements.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/23	Mary Catherine Young	5.40	Coordinate auction logistics (.6); conference with Lazard team re sale process (.7); revise auction notice (.5); revise bid milestones notice (.6); correspond with N. Sosnick re same (.2); correspond with N. Sosnick re order re entry into stalking horse agreement (.2); revise order re same (1.0); correspond with N. Sosnick re sale process, cure objections (.4); correspond with J. Foster re auction logistics (.3); revise form sale order (.9).
06/20/23	Matthew Antinossi	0.20	Review correspondence from K&E team, Company team re transaction support agreement and health plan issues (.1); correspond with M. Darch re same (.1).
06/20/23	Allison Azarloza	4.20	Review, revise non-disclosure agreement (.5); review, revise bidder asset purchase agreements (2.7); correspond with P. Liskanich, K&E team re same, auction process (1.0).
06/20/23	Amy Barber	6.30	Correspond with confidential counterparties re open issues (.6); review, revise disclosure schedules (2.2); correspond with B. Kovach, K&E team re interim operating covenants re trademark registrations (.3); draft intellectual property assignment agreement (2.1); review, revise bidder purchase agreement (.9); correspond with K. Risko, K&E team re active bids (.2).

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06/20/23	Matt Darch	6.50	Conference with R. Fiedler, K&E team, Lazard, Alix team re auctions (.5); correspond with K. Risko, K&E team re outstanding ancillary agreements (.5); correspond with A. Barber, K&E team re considerations re sale of data (.5); review transition services agreement (.5); correspond with R. Fiedler, K&E team re benefits services agreement (.5); review, revise disclosure schedules (.7); review, revise intellectual property assignment agreement (.5); review and revise bidder asset purchase agreement (.8); correspond with R. Fiedler, K&E team re same (.2); correspond with A. Barber, K&E team re license agreement (.8); correspond with confidential counterparty re social media accounts (.3); revise intellectual property assignment agreement re Canadian intellectual property (.7).
06/20/23	Daniel Elizondo	6.00	Telephone conference with advisors re status (.6); review, revise and draft purchase agreements (1.7); review correspondence re same (1.8); review, revise and draft Indo Count purchase agreement (1.5); telephone conference with Lazard re same (.4).
06/20/23	Ross J. Fiedler	2.10	Telephone conference with Alix, Lazard, M. Darch, K&E team re sale process, related issues (.5); correspond with Alix, Lazard, D. Elizondo, K&E team re same (.5); draft auction script (.5); prepare for auction (.3); review bidder asset purchase agreement (.3).
06/20/23	Emily Geier, P.C.	3.60	Bi-weekly telephone conference with Lazard, R. Fiedler, K&E team, Alix re asset sale matters (.7); correspond with R. Fiedler, K&E team re stalking horse approval order (.3); review same (.3); review, revise auction correspondence (.6); correspond with R. Fiedler, K&E team re auction preparation (.9); telephone conference with Mexico joint venture counsel re bid and next steps (.5); correspond with Company, R. Fiedler, K&E team re same (.3).
06/20/23	Derek I. Hunter	1.30	Conference with E. Geier, K&E team, Lazard, Alix team re non-lease sale process.

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06/20/23	Sooah Kim	0.30	Review and revise transaction support agreement schedules (.2); review correspondence re same (.1).
06/20/23	Peter Liskanich	4.70	Review and revise beyond.com purchase agreement (1.2); prepare beyond.com template (.3); correspond with R. Fiedler, K&E team re auction (.8); review and revise bidder purchase agreement (1.4); review Wamsutta license (.3); correspond with R. Fiedler, K&E team re same (.1); review nondisclosure agreement (.1); prepare punchlist of open items re same (.3); review, revise bidder purchase agreement (.2).
06/20/23	Jeffrey Norgle	2.70	Review and analyze intellectual property disclosure schedules (2.4); correspond with K. Risko, K&E team re same (.3).
06/20/23	Kyla Risko	2.00	Review, revise disclosure schedules.
06/20/23	Kyla Risko	2.00	Prepare correspondence re trademark renewal.
06/20/23	Kyla Risko	0.70	Review, revise bidder purchase agreement.
06/20/23	Kyla Risko	1.20	Conference with M. Darch re disclosure schedules, bidder purchase agreement.
06/20/23	Kyla Risko	1.00	Correspond with G. Paradise re Canadian intellectual property.
06/20/23	Kyla Risko	1.00	Conference with A. Barber re issues list re bidder purchase agreement.
06/20/23	Sam Schaffer	6.50	Draft disclosure schedules re asset purchase agreements (3.0); revise disclosure schedules re asset purchase agreement (2.0); review, analyze asset purchase agreements (1.5).
06/20/23	Noah Z. Sosnick	1.30	Correspond with counterparty re sale order language (.1); correspond with M. Freedman re same (.1); correspond with M. Young re cure objection summary (.2); coordinate logistics re auction (.5); correspond with M. Young, K&E team re sale process issues (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/23	Steve Toth	5.80	Analyze correspondence re bidder purchase agreement and related schedules and diligence (.6); analyze correspondence re purchase agreement and auction process (.4); conference with D. Elizondo re same (.1); analyze revised purchase agreements (.2); conference with Lazard, R. Fiedler, K&E team, Alix team re sale process update (.7); revise joint venture purchase agreement (2.4); analyze Wamsutta bidder purchase agreement (.2); analyze bidder purchase agreements (1.2).
06/20/23	Austin Vincenzini	0.30	Correspond with J. Yeh re TSA mechanics (.1); conference with J. Yeh, K&E team re same related discussion (.2).
06/20/23	Jessica M. Yeh	2.20	Review and revise asset purchase agreements (1.5); telephone conference with A. Vincenzini, K&E team re restructuring (.2); analyze CODI (.5).
06/20/23	Mary Catherine Young	6.50	Coordinate auction logistics (.6); draft cure objection summary (.4); review and analyze correspondence re sale process (.5); conference with Alix and Lazard teams re sale process (.7); review, draft auction script (.3); correspond with R. Fiedler re same (.2); revise re same (1.7); correspond with R. Fiedler re same (.3); coordinate auction logistics (1.3); revise auction script (.5).
06/20/23	Tanzila Zomo	0.20	Coordinate logistics re June 21 auction.
06/21/23	Allison Azarloza	3.20	Review, revise consultant non-disclosure agreement (.2); review, analyze contract diligence and review agreement (2.6); correspond with R. Fiedler, K&E team re auction (.4).

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06/21/23	Amy Barber	10.20	Conference with M. Darch, B. Kovach re open bids, status and next steps (.5); correspond with various parties re Wamsutta domain names (.7); correspond with K. Risko re Sleep Country Canada issues (.4); review, revise bidder purchase agreements (3.0); review, analyze disclosures re license agreements (2.0); prepare summary of license agreement key terms (.9); conference with M. Darch re same (.5); review, analyze Wamsutta license agreements (1.1); correspond with M. Darch, K&E team re same (.4); prepare summary overview and chart re trademark licenses (.7).
06/21/23	Matt Darch	6.40	Attend auction re Wamsutta intellectual property assets (2.5); attend auction re Beyond.com intellectual property assets (1.5); review and revise intellectual property IP assignment agreement (.6); review, analyze license agreements (1.7); correspond with A. Barber re same (.1).
06/21/23	Amy Donahue	1.50	Attend auctions re Wamsutta, Beyond.com.
06/21/23	Daniel Elizondo	5.60	Attend auction (4.2); review, analyze correspondence re same (1.4).
06/21/23	Ross J. Fiedler	7.10	Draft auction script (.5); prepare for Wamsutta and Beyond.com auction (.5); correspond with S. Toth, K&E team, Lazard team re same (.5); conduct, moderate auction (4.0); conferences with advisor group, third parties re same (.8); revise notice of successful bidder (.2); correspond with S. Toth, K&E team re same, related sale matters (.6).
06/21/23	Emily Geier, P.C.	4.30	Attend auctions re Wamsutta, beyond.com (1.6); conferences with advisor group, Committee, bidders re same (2.7).
06/21/23	Michael Goodrich	2.80	Review, revise bidder asset purchase agreement (2.1); draft issues list re same (.7).
06/21/23	Samantha Helgason	1.00	Attend Bed Bath & Beyond auction.
06/21/23	Derek I. Hunter	3.80	Participate in auction re Wamsutta, beyond.com.
06/21/23	Ben Kovach	0.80	Review, analyze correspondence re key licensing agreements.
06/21/23	Daniel Lewis, P.C.	2.50	Attend auction re Wamsutta, Beyond.com.

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06/21/23	Peter Liskanich	0.50	Correspond with K. Risko re Wamsutta contracts.
06/21/23	Sarah R. Margolis	0.60	Conference with Cole Schotz re logistics, lease auction.
06/21/23	Georgia Meadow	0.30	Attend and assist with June 21 auction.
06/21/23	Jeffrey Norgle	3.80	Review and analyze intellectual property listed in disclosure schedules (3.3); correspond with requesting attorney re comments and revisions (.5).
06/21/23	Kyla Risko	1.50	Review and provide summary re vendor contracts.
06/21/23	Kyla Risko	4.50	Prepare comments re Baby purchase agreement.
06/21/23	Kyla Risko	1.50	Telephone conference with A. Barber re Sleep Country Canada issues.
06/21/23	Kyla Risko	1.00	Prepare updates to intellectual property assignment agreement.
06/21/23	Kyla Risko	1.00	Telephone conference with A. Barber K&E team re issues list re IP asset bidder.
06/21/23	Sam Schaffer	0.20	Review, analyze asset purchase agreement issues list.
06/21/23	Noah Z. Sosnick	9.20	Attend IP asset auction (4.0); coordinate logistics and materials re same (1.5); correspond with C Street re auction (.2); telephone conferences with R. Fiedler, K&E, Lazard, Alix re sale issues (1.5); review and revise stalking horse notice (1.3); correspond with K&E team re same (.4); revise 8-K re sale (.3).
06/21/23	Steve Toth	3.50	Analyze correspondence to bidders re bidding process (.5); discuss process with bidder counsel (.2); participate in auction teleconferences (1.6); participate in auction telephone conferences (1.0); discuss auctions with K&E team, Lazard and Alix (.2).
06/21/23	Danielle Walker	2.20	Coordinate auction as per J. Foster.
06/21/23	Mary Catherine Young	9.10	Prepare for Wamsutta, Beyond.com auctions (1.4); coordinate auction (3.1); office conference with R. Fiedler, K&E team, Lazard team re sale process (2.1); revise cure objection summary (.5); draft notice of successful bidder (2.0).
06/21/23	Tanzila Zomo	3.50	Attend and assist with June 21 auction.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/23	Allison Azarloza	1.30	Draft closing checklist (1.0); correspondence and coordinate re sale hearing and intellectual property bid (.3).
06/22/23	Amy Barber	4.90	Review, analyze Canadian intercompany license (.9); prepare notes re same in connection with bidder inquiries (.3); review and respond to correspondence re bid workstreams (.3); prepare updated Wamsutta/Dream Zone asset purchase agreement (2.0); prepare updated timing summary re additional Wamsutta licensing agreements (.5); telephone conference with M. Darch re next steps and updates to license agreement overview (.5); prepare updated summary and finalize (.4).
06/22/23	Matt Darch	4.40	Draft summary of license agreements of Wamsutta licenses and communicate re same (3.2); review Canadian data privacy issue and correspond with Osler team re same (1.2).
06/22/23	Amy Donahue	0.40	Research and review sale motion, order declaration precedent.
06/22/23	Daniel Elizondo	3.80	Review, analyze correspondence re closing Overstock transaction (2.3); review, analyze correspondence re revising Baby purchase agreements (.7); review, analyze correspondence re additional contracts re intellectual property (.8).
06/22/23	Ross J. Fiedler	1.00	Telephone conference with N. Sosnick, K&E team, Alix and Lazard re sale process, related issues (.5); correspond with N. Sosnick, K&E team, C Street, Alix and Lazard re same (.5).
06/22/23	Emily Geier, P.C.	1.90	Bi-weekly telephone conference with Lazard, K&E team, Alix re asset sale matters (.7); correspond with Company advisors re same (.9); correspond with K&E team re notice of successful bidder (.3).
06/22/23	Michael Goodrich	0.80	Review, analyze buybuy Baby bids (.5); correspond with S. Schaffer re same (.3).
06/22/23	Richard U. S. Howell, P.C.	0.50	Review, analyze materials re sale proceeding.
06/22/23	Derek I. Hunter	0.80	Attend telephone conference with E. Geier, K&E team, Lazard, Alix re non-lease sale process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/23	Ben Kovach	3.30	Review and revise key license agreement summary (2.5); correspond re same (.5); conference re Canada data privacy laws and take notes (.3).
06/22/23	Daniel Lewis, P.C.	1.50	Review, analyze Canadian data matter (.5); review, analyze Overstock asset purchase agreement and schedules (1.0).
06/22/23	Peter Liskanich	0.60	Discuss baby bids with D.Elizondo (.1); weekly telephone conference with Lazard and Alix (.4); correspondence re asset purchase agreements (.1).
06/22/23	Kyla Risko	1.10	Prepare updates to Baby purchase agreement.
06/22/23	Kyla Risko	0.50	Telephone conference with A. Barber re WAMSUTTA diligence.
06/22/23	Kyla Risko	0.70	Prepare correspondence re Wamsutta, Dream Zone diligence.
06/22/23	Sam Schaffer	2.80	Review, analyze Everyday Health Media bid, asset purchase agreement and disclosure schedules.
06/22/23	Noah Z. Sosnick	2.00	Telephone conference with advisor group re sale process (.5); draft and revise notice of updated timeline (.3); analyze issues re same (.3) correspond with E. Geier, R. Fiedler re same (.2); telephone conference with Osler re privacy issue (.5); correspond with M. Freedman, M. Young re sale notice (.2).
06/22/23	Josh Sussberg, P.C.	0.30	Correspond with various parties re lease auction.
06/22/23	Josh Sussberg, P.C.	0.10	Correspond with various parties re WHP asset interest.
06/22/23	Steve Toth	0.70	Analyze correspondence re asset purchase agreements (.3); discuss sale process update with Lazard, Alix, R. Fiedler, K&E team (.4).
06/22/23	Mary Catherine Young	2.30	Revise cure objection summary (.6); review, analyze correspondence re same (.4); conference with Alix, Lazard teams re sale process (.3); correspond with N. Sosnick, R. Fiedler, re sale order declaration (.3); research re same (.7).
06/22/23	Tanzila Zomo	0.80	Research precedent re sale motion.
06/23/23	Allison Azarloza	5.00	Draft closing documents (4.0); correspond with various parties re closing (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/23	Amy Barber	4.30	Review, analyze Canada intercompany license (.7); prepare summary of same (.3); telephone conference with K. Risko to align on status and next steps (.4); review and prepare comments to updated SSP asset purchase agreement (.5); correspond with B. Kovach re foreign domain name registrations (.3); review, analyze current asset purchase agreements for wind-down covenant needs and confirm same (.6); review and respond to correspondence re active workstreams (.4); telephone conference with D. Lewis and M. Darch re same (.5); review needs related to wind-down of US Baby stores and prepare correspondence re same (.6).
06/23/23	Matt Darch	4.20	Attend telephone conference re sale hearing (.8); review intercompany license agreement and communicate re same (1.0); attend telephone conference re bids to acquire baby business (1.0); review Go Global draft of transition services agreement (1.4).
06/23/23	Daniel Elizondo	6.40	Telephone conference with Wachtell team re Overstock closing matters (.6); telephone conference with Lazard re Baby bid status (.4); review, analyze correspondence re Overstock closing documents (.8); review, revise and draft same (1.7); telephone conference with bidder re confidentiality agreement and attend to related correspondence (.5); review, revise and draft purchase agreements for Baby bidders (2.4).
06/23/23	Ross J. Fiedler	2.30	Correspond with E. Geier, K&E team, Company and Lazard re sale process, related issues (1.5); telephone conference with Wachtell, K&E team and Proskauer re Overstock sale (.5); review, analyze sale order (.3).
06/23/23	Emily Geier, P.C.	2.60	Correspond and conference with R. Fiedler, K&E team, Company, Lazard, Alix re Overstock sale and BBB bidders and sale process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/23	Michael Goodrich	10.50	Review, analyze GoGlobal asset purchase documents (2.5); review and revise asset purchase agreement and disclosure schedules (4.5); review, analyze data room documents (3.0); conference with P. Liskanich re GoGlobal asset purchase documents (.5).
06/23/23	Richard U. S. Howell, P.C.	1.00	Review, analyze materials in advance of sale hearing and auctions.
06/23/23	Derek I. Hunter	1.30	Attend telephone conference with R. Fiedler, K&E team, Lazard, Alix re non-lease sale process.
06/23/23	Sooah Kim	0.20	Review, analyze correspondence re TSA issues (.1); review TSA schedules (.1).
06/23/23	Ben Kovach	10.50	Review and revise intellectual property assignment agreement (2.5); review and summarize outstanding items (1.0); correspond with various parties re same (.2); review and revise disclosure schedules (1.0); correspond with various parties re same (.3); review and revise purchase agreements (5.5).
06/23/23	Daniel Lewis, P.C.	3.00	Review, analyze Go Global bid (1.5); review, analyze Baby bids (.7); coordinate with M. Goodrich, K&E team re same (.8).
06/23/23	Peter Liskanich	4.70	Review and revise Overstock closing and post-closing checklist (.8); discuss closing with Wachtell (.5); correspond with various parties re W-9s (.1); correspond with A. Azarloza re closing workstreams (.3); discuss GoGlobal schedules with M. Goodrich (.2); correspondence re GoGlobal schedules (.3); correspondence re KYC matters (.3); review and revise Overstock disclosure schedule amendment (.5); correspond with specialists re same (.2); draft closing certificate (1.0); coordinate with document services to prepare signature packets (.2); correspondence re auction bids (.3).
06/23/23	Sarah R. Margolis	0.30	Correspond with M. Sloman re auction, landlord correspondences.
06/23/23	Domenico Pietromonaco	0.20	Review and analyze documents for competitively sensitive information and Antitrust risk.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/23	Kyla Risko	1.20	Telephone conference with A. Barber re diligence steps and comments to purchase agreement.
06/23/23	Kyla Risko	1.50	Draft correspondence to M. Darch re diligence requests.
06/23/23	Kyla Risko	2.00	Draft updates to Sixth Street Partners re purchase agreement.
06/23/23	Sam Schaffer	7.00	Review, analyze bids for buybuy Baby IP and related asset purchase agreements (3.0); coordinate with Alix re disclosure schedules for buybuy Baby bids (2.2); revise Everyday Health Media asset purchase agreement (1.8).
06/23/23	Noah Z. Sosnick	5.10	Review and revise Tempke sale declaration (1.5); correspond with R. Fiedler re cure objections (.3); draft notice of extension re same (1.0); correspond with E. Geier re same (.2); analyze issues re same (.2); correspond with Lazard re bidding procedures (.2); correspond with K&E team re OSTK sale issues (.5); correspond with counterparty re cure objection (.2); draft and revise OSTK sale order (.8); correspond with K&E team re same (.2).
06/23/23	Josh Sussberg, P.C.	0.10	Correspond with various parties re lease matters.
06/23/23	Steve Toth	4.10	Analyze correspondence re asset purchase agreements and related matters (.2); analyze correspondence re TSA (.3); analyze correspondence re diligence matters (.4); analyze correspondence re closing items (.2); analyze revised Baby asset purchase agreement (.6); analyze SSP asset purchase agreement (.6); prepare related correspondence (.2); analyze bidder asset purchase agreement and prepare comments (1.6).
06/23/23	Austin Vincenzini	0.10	Review correspondence re TSA.
06/23/23	Mary Catherine Young	5.70	Draft Tempke sale order declaration (2.0); draft buybuy BABY form sale order (.5); conference with Lazard team re Overstock sale closing considerations (.4); revise buybuy BABY form sale order (1.5); revise cure objection summary (1.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/23	Matthew Antinossi	1.70	Review revised TSA (.4); correspond with K&E team re same and re employee leasing/TSA issues (.5); review draft TSA service schedule (.1); correspond with E. Podaras re same (.1); review revised asset purchase agreement (.4); correspond with K&E team re same (.2).
06/24/23	Allison Azarloza	2.70	Telephone conference with Company re schedules (1.0); coordinate closing deliverables (1.7).
06/24/23	Amy Barber	5.20	Review, analyze updated GoGlobal asset purchase agreement (1.0); review and prepare comments to B. Kovach markup of same (.9); review, analyze GoGlobal disclosure schedules and prepare comments to same (.9); conference with B. Kovach re status and next steps (.3); prepare updated status summary re all active workstreams and provide same to K&E team (.8); prepare for and participate in discussion with Company re GoGlobal disclosure schedules (.9); coordinate with B. Kovach re updates to same (.4).
06/24/23	Matt Darch	2.80	Review and revise SSP asset purchase agreement for Baby (1.7); correspond with counsel for Overstock re contract (.4); telephone conference with various parties re disclosure schedules (.7).
06/24/23	Daniel Elizondo	10.80	Telephone conference with Company and Alix team re Baby purchase agreement disclosure schedules (.9); review, analyze correspondence re same (.8); review, revise and draft purchase agreements (6.2); review, analyze correspondence re same (2.1); review, funds flow memorandum (.8).
06/24/23	Ross J. Fiedler	1.50	Review, revise Tempke declaration re Overstock sale (.5); correspond with M. Young, K&E team, Lazard, Wachtell and Cole Schotz re sale process, related issues (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/23	Michael Goodrich	10.10	Review, analyze GoGlobal asset purchase documents (1.7); prepare issues list re FRB's markup of asset purchase agreement (.9); update and revise GoGlobal asset purchase agreement (.9); telephone conference with Company re disclosure schedules and other matters (.5); revise disclosure schedules and review, analyze data room documents (4.0); review, analyze ancillary documents (2.1).
06/24/23	Derek I. Hunter	1.10	Correspond with R. Fiedler, K&E team, Lazard re marketing process.
06/24/23	Ben Kovach	6.00	Review and revise purchase agreements (.9); correspond with various parties re same (.6); review and revise purchase agreements (3.2); correspond re same (.5); conference re disclosure schedules (.5); summarize notes re same (.3).
06/24/23	Daniel Lewis, P.C.	2.00	Review, analyze Baby bids (1.3); coordinate with K&E team re same (.7).
06/24/23	Sarah R. Margolis	0.40	Review, analyze bidder inquiries (.3); correspond with M. Sloman re same (.1).
06/24/23	Evangelia Podaras	1.20	Review revised asset purchase agreement and TSA (.7); correspond with benefits and corporate team re same (.5).
06/24/23	Sam Schaffer	10.50	Review and revise asset purchase agreement bid drafts (4.0); continue to review and revise asset purchase agreement bid drafts (4.0); continue to review and revise asset purchase agreement bid drafts (1.5); telephone conference re Go Global disclosure schedules with D. Elizondo and K&E and management teams (1.0).
06/24/23	Noah Z. Sosnick	0.90	Review and revise sale order (.7); correspond with R. Fiedler, M. Young re same (.2).
06/24/23	Steve Toth	4.00	Analyze correspondence re asset purchase agreements and schedules (.4); analyze bidder asset purchase agreement (.3); analyze and revise bidder asset purchase agreement and prepare related correspondence (2.4); analyze issues list correspondence (.2); analyze correspondence re asset purchase agreement issues (.2). analyze and revise SSP asset purchase agreement (.5).
06/24/23	Lany L. Villalobos	0.20	Review and revise asset purchase agreement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/23	Austin Vincenzini	0.10	Review, analyze correspondence re asset purchase agreement and related ECEB discussion.
06/24/23	Austin Vincenzini	0.10	Correspond with various parties re asset purchase agreement.
06/24/23	Matthew Wood	0.50	Review comments to purchase agreement.
06/24/23	Mary Catherine Young	2.10	Revise Tempke Overstock sale order declaration (.6); correspond with N. Sosnick, K&E team re sale process considerations (.8); review cure objections (.5); revise summary re same (.2).
06/25/23	Matthew Antinossi	2.70	Review and revise employee leasing agreement (1.0); correspond with E. Podaras and K&E team re same and re employee issues (.2); review and analyze same (.3); review and revise TSA body and schedule (.5); correspond with K&E team re same (.1); review and revise asset purchase agreement (.4); correspond with K&E team re same and re employee issues (.2).
06/25/23	Amy Barber	2.80	Review, analyze current asset purchase agreement and schedules for GoGlobal (.5); prepare response to M. Darch note re same (.2); telephone conference with B. Kovach re GoGlobal asset purchase agreement and schedules (.3); prepare update to K&E team (.2); review, analyze additional license agreements and confirm scope of licenses (.7); correspond with K&E team re same in connection with updates to disclosure schedules (.1); review, analyze Overstock disclosure schedules in connection with additional disclosed license agreements (.8).
06/25/23	Matt Darch	3.80	Review and revise GG asset purchase agreement (1.0); review and revise disclosure schedules to asset purchase agreement (1.0); review and revise transition services agreement (1.2); correspond with various parties re same (.6).
06/25/23	Daniel Elizondo	13.20	Review, revise purchase agreements (5.7); review, revise disclosure schedules (1.4); review, revise Overstock closing documents (1.8); review, analyze correspondence re same (3.4); review, analyze correspondence re transition services matters (.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/23	Ross J. Fiedler	1.40	Correspond with K&E team, creditor advisors re sale process, related issues (1.0); review, analyze Overstock sale order (.4).
06/25/23	Michael Goodrich	5.50	Review, analyze GoGlobal bid documents (3.0); update the GoGlobal asset purchase agreement and disclosure schedules (1.3); draft comments to same (.6); review, analyze documents in data room (.6).
06/25/23	Derek I. Hunter	1.50	Correspond with R. Fiedler, K&E team, Lazard re sale process, status of bidders and asset purchase agreements (1.1); review, analyze same (.4).
06/25/23	Sooah Kim	0.30	Review, analyze correspondence re TSA related issues (.2); review, analyze TSA schedule (.1).
06/25/23	Ben Kovach	4.30	Review and revise intellectual property assignment and communicate re same (3.0); review and revise intellectual property schedules and communicate re same (1.3).
06/25/23	Daniel Lewis, P.C.	3.50	Review, analyze Baby bids (2.3); coordinate with K&E team re same (.7); review, analyze Overstock pre-closing matters (.5).
06/25/23	Peter Liskanich	1.50	Review, analyze correspondence re asset purchase agreements and auction bids.
06/25/23	Sarah R. Margolis	1.40	Correspond with landlords re lease auction (.6); correspond with M. Sloman re same (.2); correspond with O. Acuna re same (.2); review, analyze correspondence re same (.4).
06/25/23	Evangelia Podaras	4.50	Draft and revise employee leasing agreement (3.3); revise asset purchase agreement and TSA (.7); telephone conference with IP team (.3); correspond with K&E team re TSA/leasing agreement (.2).
06/25/23	Sam Schaffer	6.50	Revise asset purchase agreement bid drafts (4.0); continue to revise asset purchase agreement bid drafts (2.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/23	Noah Z. Sosnick	3.10	Correspond with Wachtell re Comenity agreement (.3); correspond with R. Fiedler, K&E, Alix re same (.5); correspond with Burr re same (.1); review and revise sale order, Tempke declaration (.4); revise agenda re sale hearing (.2); correspond with Lazard re Harmon sale (.2); draft correspondence to counterparties re cure objections (.3); correspond with R. Fiedler re same (.1); correspond with M. Goodrich re GG asset purchase agreement language (.1); review, analyze SSP comments to OSTK sale order (.3); correspond with K&E team, SSP, WLRK re closing mechanics (.4); correspond with M. Darch, Alix re contract cures (.2).
06/25/23	Steve Toth	3.80	Analyze correspondence re asset purchase agreements and schedules (.2); analyze and revise bidder asset purchase agreement and IP bidder asset purchase agreement (1.3); analyze lender asset purchase agreement (.4); correspond with various parties re inventory (.1); discuss same with Lazard and Alix (.4); revise bidder asset purchase agreement (1.3); revise lender asset purchase agreement (.1).
06/25/23	Austin Vincenzini	0.10	Review, analyze correspondence re TSA and related discussion.
06/25/23	Matthew Wood	0.10	Review, analyze correspondence.
06/25/23	Mary Catherine Young	3.50	Review, revise buybuy BABY sale order (1.4); correspond with N. Sosnick re same (.3); review, revise Tempke Overstock sale order declaration (1.1); correspond with N. Sosnick re same (.3); review, analyze correspondence re sale process (.4).
06/26/23	Olivia Acuna	0.60	Analyze issues re disposition of store closing assets.
06/26/23	Matthew Antinossi	0.30	Review and revise separate TSA schedule re HR matters (.2); correspond with S. Kim re same (.1).
06/26/23	Allison Azarloza	5.00	Analyze letter agreement and amended and restated schedules (1.0); correspond re outstanding bid drafts (1.5); review and revise escrow agreement (1.0); prepare closing deliverables (.7); review and finalize closing certificates (.8).

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06/26/23	Amy Barber	3.70	Review and respond to internal workstream summary (.2); review, analyze updated draft of GoGlobal TSA (.9); attend Overstock data transfer discussion (.5); attend GoGlobal asset purchase agreement discussion (.3); review and coordinate with B. Kovach re Harmon asset purchase agreement and disclosure schedules and correspondence re same (.9); confirm scheduling obligations under Harmon asset purchase agreement and align with K&E team re same (.9).
06/26/23	Matt Darch	6.90	Attend telephone conference re data transfer to Overstock (.5); review and revise IP assignment agreement and amendment to Overstock agreement (1.0); attend telephone conference re Go Global asset purchase agreement for buy baby assets (1.0); attend telephone conference re Everyday Health Media asset purchase agreement for buy baby assets (1.0); review, analyze list of transferred trademarks (.8); correspond with Company re data delivery to Overstock (.5); review transition services agreement schedules and communicate re same (.8); correspond re overstock asset purchase agreement amendment and data transfer (1.3).
06/26/23	Daniel Elizondo	10.10	Telephone conference with potential buyer re Baby purchase agreement (1.0); telephone conference re Baby IP purchase agreement (.7); review, revise and draft purchase agreements and ancillary documents (4.2); review, analyze correspondence re same (1.9); review, analyze correspondence re Overstock closing matters (1.4); review, revise and draft closing documents (.9).
06/26/23	Ross J. Fiedler	1.80	Correspond with E. Geier, K&E team re sale process, related issues (.5); review, analyze sale and related documents (.5); correspond with Lazard, K&E team and Alix re Overstock asset purchase agreement and related matters (.5); coordinate filing of Tempke declaration in support of Overstock sale (.3).
06/26/23	Julia R. Foster	8.30	Attend and assist with June 26 Phase 1 auction.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/23	Emily Geier, P.C.	1.20	Correspond and conference with K&E team and Company advisors re auction and sale matters.
06/26/23	Michael Goodrich	6.00	Review, analyze Go Global purchase documents (1.0); telephone conference with FRB re GoGlobal asset purchase agreement and disclosure schedules (.5); draft trademark assignment agreement (.6); update disclosure schedules (.5); prepare form of going concern asset purchase agreement, TSA and employee leasing agreement (3.4).
06/26/23	Stephanie Greco	0.20	Review, analyze correspondence re information sharing concerns.
06/26/23	Jacqueline Hahn	6.00	Assist with and attend June 26 Phase 1 Auction.
06/26/23	Derek I. Hunter	2.20	Attend lease sale auction.
06/26/23	Sooah Kim	0.20	Review and revise TSA schedules.
06/26/23	Mike James Koch	4.60	Conference with J. Black, K&E team re motion to reconsider DIP orders (.1); research, analyze case law re same (1.2); draft responsive pleading re same (3.3).
06/26/23	Ben Kovach	9.50	Conference re data transfer process (.4); draft notes re same (.1); review and revise intellectual property assignment agreement and communicate re same (1.8); review and revise disclosure schedules and communicate re same (4.5); review and revise purchase agreements and communicate re same (2.7).
06/26/23	Daniel Lewis, P.C.	8.30	Attend to Baby bids and coordinate with K&E team, Company, Alix and Lazard teams re same (6.8); coordinate with Company and Alix team re Overstock pre-closing matters (1.0); review, analyze Harmon asset purchase agreement matters (.5).

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06/26/23	Peter Liskanich	4.90	Review and revise punchlist (.3); discuss GoGlobal asset purchase agreement with FRB (.9); correspond with A. Azarloza re closing workstreams for Overstock (.3); correspond with various parties re Baby bids (.2); review, analyze summary of material and assumed contracts for Overstock (.2); correspond re same (.1); review and correspond re WHP bid (.3); review Overstock asset purchase agreement and correspond re Overstock asset purchase agreement amendment (.6); discuss the same with Wachtell (.2); review and revise closing ancillaries for Overstock closing and correspond re same (.2); draft talking points re Overstock sale in advance of sale hearing (.8); correspond with various parties re closing (.4); review and finalize escrow agreement (.4).
06/26/23	Sarah R. Margolis	3.50	Correspond with potential bidders re auction (1.0); correspond with O. Acuna, working group re same (1.0); correspond with A&G re same (.4); facilitate auction (1.1).
06/26/23	Domenico Pietromonaco	0.80	Review and analyze documents re competitively sensitive information and antitrust risk.
06/26/23	Sam Schaffer	9.90	Review and revise asset purchase agreement bid drafts (4.0); continue to review and revise asset purchase agreement bid drafts (2.9); revise disclosure schedules to Everyday Health Media asset purchase agreement (3.0).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/23	Noah Z. Sosnick	4.00	Draft correspondence to counterparties re cures (.4); correspond with counterparties re same (.5); correspond with Wachtell, PR re sale order (.4); revise same (.2); telephone conference with Chubb re sale order (.2); correspond with Chubb re same (.1); correspond with M. Young re sale materials (.3); correspond with M. Feeney, M. Koch re sale objections (.3); correspond with P. Liskanich re sale order (.1); telephone conference with C. Holzaepfel re cure objection (.2); correspond with K&E team, WLRK, PR re closing, funds flow mechanics (.2); draft reply to cure objections (.5); correspond with R. Fiedler re same (.2); revise Tempke declaration (.2); correspond with R. Fiedler, M. Young re same (.2).
06/26/23	Steve Toth	4.60	Analyze correspondence re schedules, TSAs and asset purchase agreements (.3); correspond with lenders and re inventory (.2); participate in telephone conference with bidder, counsel, Lazard, Alix and K&E team re bid considerations (.5) analyze correspondence re bidder asset purchase agreement (.2); analyze correspondence re other asset purchase agreements (.4); revise IP bidder asset purchase agreement (2.0); correspond with K&E team re bids (.3); analyze correspondence re asset purchase agreement (.3); analyze correspondence re asset purchase agreement and schedule updates and revisions (.4).
06/26/23	Austin Vincenzini	0.10	Review, analyze correspondence re reconsideration motion.
06/26/23	Danielle Walker	2.00	Attend lease sale auction.
06/26/23	Jessica M. Yeh	1.00	Review, analyze tax basis analysis (.5); telephone conference with Deloitte re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/23	Mary Catherine Young	7.30	Correspond with N. Sosnick, landlords re cure objections (.7); revise summary re same (.6); correspond with N. Sosnick, K&E team re sale hearing preparation (.5); coordinate auction re buybuy BABY assets (2.4); review, revise summary re cure objections (1.4); review, revise Overstock sale order (.8); review, revise Tempke declaration (.9).
06/27/23	Allison Azarloza	3.50	Review and revise escrow agreement (1.5); correspond re notarized signature pages (.5); prepare final and compile closing documents (1.5).
06/27/23	Amy Barber	1.20	Review Harmon asset purchase agreement and disclosure schedules (.4); correspondence re same (.4); review and respond to B. Shea questions re Wamsutta licenses (.2); correspond with B. Kovach re mobile platform transfer in Baby asset purchase agreements (.2).
06/27/23	Matt Darch	8.80	Telephone conference with dream on me (.5); telephone conference with Canadian counsel re transfer of Canadian data (1.0); review and finalize Overstock agreements, including intellectual property transfer agreement, covenant re Canadian data transfer and side letter amendment re disclosures and waiver of IP covenant (3.8); correspond with Overstock counsel re outstanding issues (.5); review and revise asset purchase agreement with Everyday Health Media and correspond re same (3.0).
06/27/23	Daniel Elizondo	7.50	Telephone conference with Dream on Me re purchase agreement (.7); review, analyze correspondence re bid qualification (1.3); telephone conference with Wachtell re Canadian privacy matters (.4); telephone conference with Dream on Me re bid qualifications (.5); draft, revise issues list re Sixth Street's purchase agreement (.8); review, revise Baby IP purchase agreement (3.8).

Legal Services for the Period Ending June 30, 2023

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Bed Bath and Beyond Inc.

Invoice Number:

1050082108

Matter Number:

53510-10

Asset Sales/Section 363/Use, Sale & Disp

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/27/23	Ross J. Fiedler	2.80	Correspond with E. Geier, K&E team, Lazard, and Alix re sale matters, Overstock order (1.0); correspond with Wachtell, Proskauer re same (.3); telephone conferences with Wachtell, Proskauer re same (.5); correspond with C Street re communications matters (.5); correspond with Company advisors, landlords and third parties re BABY auction (.5).
06/27/23	Michael Goodrich	0.50	Review, analyze Buy Baby going concern documents (.3); prepare form schedules for bidders (.2).
06/27/23	Samantha Helgason	0.20	Schedule logistics re IP auction.
06/27/23	Derek I. Hunter	1.70	Conference with R. Fiedler, K&E team, Lazard re marketing process (.5); correspond with R. Fiedler, K&E team, Lazard re same (1.2).
06/27/23	Ben Kovach	7.50	Review and revise purchase agreements and communicate re same (3.7); review and revise intellectual property assignment and communicate re same (2.5); review and revise disclosure schedules and communicate re same (1.3).
06/27/23	Daniel Lewis, P.C.	6.90	Review, analyze Baby bids and coordinate with K&E, Company, Alix and Lazard teams re same (4.9); coordinate with Osler, K&E and Wachtell teams re Overstock pre-closing matters (2.0).
06/27/23	Peter Liskanich	2.00	Discuss escrow agreement with SRS (.1); discuss various workstreams with A. Azarloza (.2); telephone conference with Alix and Lazard re work in process (.3); update closing punchlist (.3); review and revise IP side letter and correspond re same (.3); review funds flow and correspond with Lazard re same (.2); correspond with various parties re closing matters (.6).
06/27/23	Sarah R. Margolis	1.70	Correspond with R. Fiedler re contract assumption motion (.2); review, analyze motion re same (1.1); correspond with Cole Schotz re same (.4).
06/27/23	Domenico Pietromonaco	0.30	Analyze party re clean team treatment.

Legal Services for the Period Ending June 30, 2023

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Bed Bath and Beyond Inc.

Invoice Number:

1050082108

Matter Number:

53510-10

Asset Sales/Section 363/Use, Sale & Disp

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/27/23	Sam Schaffer	13.50	Prepare transaction documents for Baby IP auction (4.0); continue to prepare transaction documents for Baby IP auction (4.0); continue to prepare transaction documents for Baby IP auction (4.0); continue to prepare transaction documents for Baby IP auction (1.5).
06/27/23	Noah Z. Sosnick	5.10	Revise cure reply (.2); review and revise sale order (2.5); draft exhibit re same (.3); correspond with WLRK, PR re same (.4); correspond with counterparties re cure objections (.6); revise Tempke declaration (.2); correspond with B. Kovach re Frejka declaration (.1); correspond with Chubb, Comenity re sale order (.2); correspond with CS re sale order (.2); revise auction script (.3); review, analyze list of bidders (.1).
06/27/23	Steve Toth	9.10	Analyze correspondence re asset purchase agreements and schedules and bidders (.3); analyze bidder asset purchase agreements (.3); analyze Canadian IP questions and prepare related correspondence (.5); prepare correspondence re credit bid (.2); analyze IP, operating bidder bid updates (.2) and asset purchase agreements (1.7); discuss update with Lazard (.3); prepare opco bid issues list (.5); analyze other IP bidder asset purchase agreement (.5); analyze TSA schedules and correspondence re related diligence (.2); discuss IP, opco bidder with Lazard, Alix and K&E team (1.0); analyze bidder asset purchase agreements and related correspondence (.2); revise credit bid asset purchase agreement (1.6); discuss bid updates with Lazard, K&E team and Alix (.2) and analyze related correspondence (.3); analyze bidders, asset purchase agreements, and related correspondence (1.1).
06/27/23	Mary Catherine Young	5.60	Review, revise cure objection summary (1.1); coordinate auction logistics (3.1); conference with Alix, Lazard teams re sale process work in process (.2); draft auction script (1.2).
06/28/23	Olivia Acuna	0.40	Correspond with Alix team, Hilco team re store closing process.
06/28/23	Allison Azarloza	1.40	Compile side letter (.3); correspond with various parties re closing matters (1.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Matt Darch	4.70	Correspond re finalization of agreements with Overstock (.8); correspond re privacy policy for Overstock side letter (.5); attend auction of buy Baby intellectual property (3.4).
06/28/23	Daniel Elizondo	7.50	Attend auction for Baby intellectual property (6.2); review, analyze correspondence re same (1.3).
06/28/23	Ross J. Fiedler	12.70	Prepare for BABY IP auction (.5); correspond with K&E team, Lazard and other Company advisors re same, related issues (1.0); attend, moderate BABY IP auction (4.0); meetings with qualified bidders, consultation parties re BABY IP auction and sale (2.5); meeting with Dream On Me, Sixth Street and Company advisors re same (1.0); review, analyze issues and considerations re same, going concern auction for buybuy BABY (1.0); review, revise auction notice (.7); telephone conferences with UCC, Proskauer re same (.5); telephone conference with Company, H. Etlin, Lazard re auction, strategy and next steps (.5); telephone conferences with D. Elizondo re Dream On Me asset purchase agreement (.5); correspond with Proskauer, Pachulski and Company advisors re auction dates, related deadlines, and strategy (.5).
06/28/23	Emily Geier, P.C.	1.10	Correspond and conference with K&E team and Company advisors re auction and sale matters.
06/28/23	Jacqueline Hahn	8.00	Assist and attend June 28 auction.
06/28/23	Ben Kovach	1.50	Attend conference re auction plan and take notes (.2); review and revise side letter and communicate re same (.5); review, analyze correspondence re purchase agreements (.8).
06/28/23	Daniel Lewis, P.C.	6.50	Attend Baby IP auction (5.0); review, analyze Overstock closing (.5); review, analyze Baby going concern bids (1.0).
06/28/23	Sarah R. Margolis	0.50	Review, revise direction letter (.3); correspond with N. Howard re same (.2).
06/28/23	Georgia Meadow	2.00	Assist and attend June 28 auction.
06/28/23	Kyla Risko	2.30	Conference for auction.
06/28/23	Sam Schaffer	4.60	Attend Baby IP auction.

Legal Services for the Period Ending June 30, 2023

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Bed Bath and Beyond Inc.

Invoice Number:

1050082108

Asset Sales/Section 363/Use, Sale & Disp

Matter Number:

53510-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Noah Z. Sosnick	9.80	Attend auction (7.0); conference with Lazard re same (.6); revise auction script (.3); coordinate materials re same (.3); draft disbursement instruction (.3); correspond with Lazard, Alix, Kroll re same (.2); conference with Dream on Me, SSP, Lazard, Alix re sale process (.5); draft notice of winning bidder (.6).
06/28/23	Steve Toth	1.90	Analyze correspondence re finalizing bids (.3); analyze schedules (.4); analyze correspondence re finalizing BedBath sale (.3); analyze correspondence re auction updates (.4); discuss auction and next steps with K&E team, Lazard and Alix (.3); correspond with various parties re work in process (.2).
06/28/23	Danielle Walker	4.30	Attend and assist with June 28 auction.
06/28/23	Mary Catherine Young	6.30	Coordinate buybuy BABY IP auction (1.5); attend buybuy BABY IP auction (4.2); office conference with N. Sosnick, R. Fiedler, Lazard team re auction considerations (.6).
06/29/23	Amy Barber	1.80	Review and prepare comments re Harmon asset purchase agreement and disclosure schedules (.9); review, analyze Dream on Me asset purchase agreement and related correspondence and prepare note to M. Darch re same (.4); discuss same with M. Darch (.5).
06/29/23	Matt Darch	3.00	Communicate with outside IP counsel re sale of Wamsutta brand (.3); review and revise use of email and website preservation covenant in buy Baby purchase agreement (1.0); review and revise dream on me asset purchase agreement re buy baby intellectual property (1.7).
06/29/23	Daniel Elizondo	4.10	Review, revise Baby IP purchase agreement (2.3); review, analyze correspondence re execution of same (1.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/23	Ross J. Fiedler	3.80	Telephone conference with Lazard, Alix and E. Geier, K&E team re sale process, related issues (.5); same with Lazard re BABY sale process, next steps (.5); correspond with Company, advisors re sale process, BABY auction and related issues (1.0); draft BABY auction notice, phase 2 lease auction notice (.5); correspond with Company, advisors, Proskauer and Pachulski re same (.5); telephone conference with I. Winters, S. Toth re Dream On Me (.4); correspond with E. Geier re same (.2); review, revise notice of Dream On Me asset purchase agreement (.2).
06/29/23	Emily Geier, P.C.	0.60	Bi-weekly telephone conference with Lazard, K&E team, Alix re sale process.
06/29/23	Michael Goodrich	2.50	Review, analyze Dream on Me bid documents (.4); review, analyze revisions to asset purchase agreement and disclosure schedules (.8); review, analyze Harmon bid documents and attorney conference with S. Schaffer re same (1.2); update Harmon disclosure schedules (.1).
06/29/23	Derek I. Hunter	0.40	Correspond with R. Fiedler, K&E team, Lazard re marketing process.
06/29/23	Ben Kovach	5.00	Review and revise purchase agreements and communicate re same (3.0); review and revise disclosure schedules and communicate re same (2.0).
06/29/23	Daniel Lewis, P.C.	2.00	Review, analyze Baby asset purchase agreement matters (1.4); coordinate with K&E team re same (.6).
06/29/23	Peter Liskanich	1.00	Correspond with various parties re IP assignment agreement (.2); correspond re GOB (.2); correspond with various parties re IP bids (.6).
06/29/23	Sarah R. Margolis	0.20	Draft direction letter re asset funds.
06/29/23	Georgia Meadow	1.00	Prepare materials for June 29 auction.
06/29/23	Domenico Pietromonaco	0.30	Telephone conference with B. Shea re clean team needed (.2); correspond with S. Greco (.1).
06/29/23	Kyla Risko	1.30	Prepare updates re Harmon disclosure schedules.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/23	Sam Schaffer	8.70	Prepare transaction documents re winning bidder of Baby IP (4.0); continue to prepare transaction documents for winning bidder of Baby IP (4.0); prepare transaction documents for backup bidder of Baby IP (.7).
06/29/23	Noah Z. Sosnick	3.60	Telephone conference with advisor group re sale process (.5); draft distribution instruction letters (.4); telephone conferences with Kroll re same (.2); review and revise communications materials re sale (.3); draft notice of asset purchase agreement (.7); review and revise DOM sale order (1.3); telephone conference with B. Shea re sale process (.2).
06/29/23	Steve Toth	4.80	Analyze IP bidder asset purchase agreement (.8); analyze correspondence re auction matters (.3); participate in advisor update telephone conference with K&E team, Lazard and Alix (.2); discuss guarantor issues with bidder counsel and K&E team (1.2); discuss same with R. Fielder (.1); analyze updated asset purchase agreements and schedules and finalize with IP bidders (1.9); correspondence re finalizing asset purchase agreements (.3).
06/29/23	Mary Catherine Young	2.00	Review, analyze correspondence re buybuy BABY sale matter (.3); review, analyze Dream on Me asset purchase agreement (.5); review, analyze notice of initial winning bidder re buybuy BABY IP auction (.2); draft Tempke BABY IP sale order declaration (.8); conference with Alix, Lazard teams re sale process coordination (.2).
06/29/23	Tanzila Zomo	1.00	Prepare for buybuy BABY auction.
06/30/23	Allison Azarloza	3.00	Revise asset purchase agreement and ancillaries.
06/30/23	Matt Darch	0.40	Review and revise asset purchase agreement with Everyday Health Media re buy Baby intellectual property assets.
06/30/23	Daniel Elizondo	2.30	Review correspondence re filing Baby IP purchase agreement and going concern sale matters.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/23	Ross J. Fiedler	0.80	Correspond with N. Sosnick, K&E team and Lazard re sale process, related issues (.5); coordinate filing of Dream On Me asset purchase agreement (.3).
06/30/23	Ben Kovach	2.50	Review and revise purchase agreements and communicate re same (1.0); review and revise purchase agreements and communicate re same (1.5).
06/30/23	Daniel Lewis, P.C.	0.50	Attend to Baby asset purchase agreement and coordinate with K&E team.
06/30/23	Sam Schaffer	7.50	Prepare transaction documents for winning bidder of Baby IP (1.0); prepare transaction documents for backup bidder of Baby IP (3.0); prepare transaction documents for Harmon bidder (3.5).
06/30/23	Noah Z. Sosnick	0.70	Draft disbursement letters (.2); telephone conferences with B. Shea, Kroll re same (.4); correspond with M. Young re same (.1).
06/30/23	Steve Toth	0.50	Analyze revised asset purchase agreements (.3); analyze correspondence re same (.2).
06/30/23	Mary Catherine Young	3.40	Draft, revise Tempke BABY IP sale order declaration (1.9); correspond with N. Sosnick re same (.2); coordinate filing re notice of auction (.5); draft, revise letter re bidder deposit release (.8).
Total		1,883.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082109
Client Matter: 53510-11

In the Matter of Executory Contracts & Unexpired Leases

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 387,862.00

Total legal services rendered

\$ 387,862.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	72.70	995.00	72,336.50
Jacob E. Black	0.40	885.00	354.00
Megan C. Feeney	47.20	735.00	34,692.00
Ross J. Fiedler	72.00	1,245.00	89,640.00
Julia R. Foster	0.70	480.00	336.00
Max M. Freedman	0.40	885.00	354.00
Emily Geier, P.C.	11.70	1,495.00	17,491.50
John Thomas Goldman	1.00	1,745.00	1,745.00
Samantha Helgason	8.80	885.00	7,788.00
Noelle M. Howard	13.40	735.00	9,849.00
Derek I. Hunter	6.30	1,375.00	8,662.50
Sarah R. Margolis	12.20	995.00	12,139.00
Casey McGushin	1.10	1,415.00	1,556.50
Chris Pavlovich	38.90	995.00	38,705.50
Zak Piech	3.70	735.00	2,719.50
Gelareh Sharafi	0.20	735.00	147.00
Michael A. Sloman	78.90	885.00	69,826.50
Charles B. Sterrett	16.90	1,155.00	19,519.50
TOTALS	386.50		\$ 387,862.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Olivia Acuna	4.60	Revise Burlington assignment agreement (.4); telephone conference with M. Sloman re same (.2); analyze Christmas Tree Shop sublease payments (.3); correspond with M. Feeney re same (.2); telephone conference with M. Sloman re Burlington lease amendments (.2); telephone conference with landlord re rent payment (.4); revise motion to assign leases (.8); revise lease rejection stipulation (.6); revise lease summary document (1.2); correspond with M. Feeney, C. Pavlovich re same (.3).
06/01/23	Megan C. Feeney	2.10	Correspond with O. Acuna, K&E team re lease issues summary (.5); correspond with O. Acuna re Christmas Tree Shop lease issues (.4); conference with landlord's counsel re lease, lien issues (.5); correspond with Alix, O. Acuna, K&E team re cure costs (.3); draft rejection notice summary chart (.4).
06/01/23	Ross J. Fiedler	2.80	Correspond with C. Pavlovich, K&E team re lease issues (1.5); analyze same (.5); correspond with landlord counsel re lease issues (.5); correspond with D. Hunter, K&E team re contract cure schedule (.3).
06/01/23	Emily Geier, P.C.	0.70	Correspond with R. Fiedler, K&E team, counterparties re lease treatment issues.
06/01/23	Derek I. Hunter	0.40	Correspond with R. Fiedler, K&E team re lease analyses and rejections.
06/01/23	Sarah R. Margolis	0.80	Correspond with C. Sterrett re contract rejection (.2); correspond with E. Geier re same (.1); correspond with M. Feeney re same (.1); review, analyze issue (.2); correspond with M. Sloman re same (.2).
06/01/23	Chris Pavlovich	0.50	Correspond with landlord parties re lease sale motion (.2); research re same (.3).
06/01/23	Michael A. Sloman	2.30	Review, revise assumption and assignment agreement re Burlington assignment (1.4); review, revise motion and stipulation re same (.4); correspond with O. Acuna, K&E team, Burlington re same (.3); correspond with A&G, interested parties re lease sale procedures (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/23	Olivia Acuna	3.00	Research re cure costs (.8); correspond with M. Feeney, K&E team re lease summary (.4); revise same (.5); correspond with landlord counsel re rent payments (.3); telephone conference with landlord counsel re same (.2); correspond with C. Sterrett, R. Fiedler re same (.2); revise motion to assume and assign leases (.6).
06/02/23	Megan C. Feeney	2.10	Correspond with O. Acuna, K&E team re Christmas Tree Shop leases, stipulation, landlord issues (.3); draft, revise summary re same (.2); correspond with landlord's counsel re payment resolution (.1); correspond with M. Young re sale procedure objection (.2); research re same (.2); correspond with R. Fiedler, K&E team, Alix team re cure costs, stipulation (.2); correspond with Alix re cure costs (.2) draft, revise certificate of no objection for rejection notice (.3); correspond with S. Margolis re same (.2); research re same (.2).
06/02/23	Ross J. Fiedler	3.00	Telephone conference with W. Haddad, JLL and A&G re real property matters (.5); telephone conference with C. Pavlovich, K&E team re lease issues (.6); correspond with C. Pavlovich, K&E team re same (.2); correspond with landlord counsel re same (.4); analyze lease issues (.5); correspond with J. Carr re Ryder issues (.1); correspond with Company, A&G re same (.2); review assumption and assignment order (.2); correspond with Murphy King re Christmas Tree Shops (.2); analyze issues re same (.1).
06/02/23	Emily Geier, P.C.	0.60	Correspond with R. Fiedler, K&E team, counterparties re lease treatment issues.
06/02/23	Emily Geier, P.C.	0.80	Correspond with R. Fiedler, K&E team counterparties re lease treatment issues.
06/02/23	Sarah R. Margolis	0.70	Correspond with M. Feeney re contracts rejection notice (.2); review, revise certificate of no objection re same (.3); correspond with C. Sterrett re same (.1); review precedent re same (.1).
06/02/23	Zak Piech	0.20	Conference with O. Acuna, K&E team re company lease issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/23	Michael A. Sloman	2.50	Coordinate execution of assumption and assignment agreement (.2); review, revise motion and proposed order re assignment to Burlington (1.4); correspond with R. Fiedler, O. Acuna, Burlington re same (.3); revise stipulation re same (.4); telephone conference with O. Acuna, K&E team re lease work stream (.2).
06/05/23	Olivia Acuna	3.50	Revise notice of lease rejection (.3); correspond with M. Sloman re same (.3); correspond with landlord re rent payments and lease status (.4); correspond with R. Fiedler, landlord counsel re motion to assume and assign leases (.6); analyze correspondence re same (.2); telephone conference with World Market counsel re leases (.3); revise lease summary (1.4).
06/05/23	Megan C. Feeney	0.70	Correspond with M. Sloman, O. Acuna re lease stipulation, outstanding lease issues.
06/05/23	Ross J. Fiedler	1.20	Correspond with O. Acuna re landlord counsel comments re motion to assume and assign leases (.5); telephone conference with World Market counsel re leases (.3); correspond with M. Sloman, K&E team, Burlington, LBX Investments re stipulation re assumption and assignment to Burlington (.4).
06/05/23	Ross J. Fiedler	0.40	Correspond with O. Acuna, K&E team, Cole Schotz re lease issues, proposed next steps.
06/05/23	Sarah R. Margolis	1.90	Review, revise certificate of no objection re contract rejection (.3); correspond with C. Sterrett, M. Feeney re same (.2); correspond with Cole Schotz re same (.2); correspond with O. Acuna re contract rejection timeline (.2); review, analyze contract rejection issues (1.0).
06/05/23	Chris Pavlovich	0.10	Correspond with landlord counsel re lease sale inquiry.
06/05/23	Michael A. Sloman	1.40	Review, revise stipulation re assumption and assignment to Burlington (.7); correspond with R. Fiedler, K&E team, Burlington, LBX Investments re same (.4); draft rejection notice re unexpired lease (.3).
06/05/23	Charles B. Sterrett	0.90	Review, analyze contract counterparty, lease issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/23	Olivia Acuna	3.70	Correspond with Company re Christmas Tree Shop leases (.2); analyze payments re same (.1); correspond with R. Fiedler, K&E team re update call (.5); telephone conference with M. Sloman re rejection stipulation (.2); revise rejection stipulation (.2); analyze Christmas Tree Shop schedule of rent payments (.3); review, revise assumption and assignment motion (1.7); analyze precedent re same (.5).
06/06/23	Megan C. Feeney	0.20	Correspond with M. Sloman, K&E team re lease stipulation (.1); correspond with O. Acuna, K&E team re lease, mechanics lien issue (.1).
06/06/23	Ross J. Fiedler	1.50	Correspond with O. Acuna, K&E team, Cole Schotz and landlord counterparties re lease issues, proposed next steps.
06/06/23	Emily Geier, P.C.	0.70	Correspond with R. Fiedler, K&E team, counterparties re lease treatment issues.
06/06/23	Chris Pavlovich	1.90	Revise lease objection summary (.2); correspond with R. Fiedler, Company, landlord counsels re lease objections (.4); analyze issues re same (1.3).
06/06/23	Michael A. Sloman	3.10	Review, revise stipulation and motion re assumption and assignment of leases to Burlington (1.2); coordinate execution of stipulation with LBX Investments and Burlington (.5); correspond with R. Fiedler, A&G, counterparties re lease auction and lease outreach (1.2); coordinate lease auction logistics (.2).
06/06/23	Charles B. Sterrett	0.90	Review, analyze lease assignment issues (.4); correspond with O. Acuna, K&E team re same (.5).
06/07/23	Olivia Acuna	3.30	Correspond with R. Fiedler re World Market leases (.3); revise motion re same (1.9); telephone conference with C. Pavlovich re lease summary (.3); correspond with landlords re cure costs (.6); correspond with Company re same (.2).
06/07/23	Megan C. Feeney	0.30	Correspond with O. Acuna, K&E team re lease issues summary (.1); review, revise re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/23	Ross J. Fiedler	2.00	Telephone conference with Company, Cole Schotz, A&G and JLL re lease strategy and issues, proposed next steps (.5); correspond with M. Sloman, K&E team, Cole Schotz and landlord counterparties re lease issues, proposed next steps (1.5).
06/07/23	Sarah R. Margolis	0.70	Review, analyze notice issues re lease rejection (.3); correspond with R. Fiedler re same (.2); telephone conference with landlord re lease market process (.1); office conference with O. Acuna re same (.1).
06/07/23	Chris Pavlovich	2.40	Correspond with Alix, A&G re assumption objection (.2); correspond with R. Fiedler, Company, landlord counsel re lease sale objections and inquiries (.9); review, analyze issues re same (1.3).
06/07/23	Michael A. Sloman	1.00	Correspond with R. Fiedler, A&G, interested bidders, landlords re lease sale auction (.6); prepare motion and stipulation re assumption and assignment of leases to Burlington for filing (.4).
06/07/23	Charles B. Sterrett	1.40	Review, analyze lease assignment considerations (.8); correspond with O. Acuna, K&E team re same (.6).
06/08/23	Olivia Acuna	2.00	Correspond with Kroll team re store closing motion (.2); revise stipulation re lease rejection (.5); correspond with M. Sloman re same (.5); revise lease assignment motion (.8).
06/08/23	Megan C. Feeney	0.20	Correspond with O. Acuna, K&E team re lease issues summary (.1); correspond with S. Margolis re rejection notice (.1).
06/08/23	Ross J. Fiedler	1.80	Correspond with M. Sloman, K&E team, Cole Schotz, A&G and landlord counterparties re lease issues, proposed next steps (1.5); review, analyze lease assumption and assignment order (.3).
06/08/23	Emily Geier, P.C.	0.60	Correspond with R. Fiedler, K&E team re lease assignment issues.
06/08/23	Sarah R. Margolis	0.80	Review, analyze issues re lease rejection (.5); correspond with Company re same (.1); correspond with landlord counsel re same (.1); correspond with R. Fiedler re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/23	Chris Pavlovich	1.80	Review, analyze correspondence re lease rejection objections and inquires (.9); correspond with O. Acuna, M. Sloman, Company, landlord counsel re same (.9).
06/08/23	Zak Piech	1.20	Conferences with C. Pavlovich re lease rejection letter summaries (.4); correspond with same re same (.2); analyze issues re same (.6).
06/08/23	Michael A. Sloman	0.20	Correspond with landlords, interested parties re lease sale auction.
06/08/23	Charles B. Sterrett	2.20	Review, analyze lease assignment issues, considerations (.9); correspond with O. Acuna, K&E team re same (1.3).
06/09/23	Olivia Acuna	4.90	Telephone conference with Z. Piech, K&E team re lease summaries (.3); revise rejection notice (.4); correspond with M. Sloman re same (.3); analyze invoices for lease payments (.5); revise World Market assumption assignment proposed order (.4); correspond with Cole Schotz team re same (.3); analyze motion to assign leases (1.3); revise lease summary (1.4).
06/09/23	Megan C. Feeney	0.40	Correspond and telephone conference with R. Fiedler, K&E team re lease issues (.2); correspond with M. Sloman re rejection notices (.1); correspond with S. Margolis re same (.1).
06/09/23	Ross J. Fiedler	1.80	Telephone conference with Cole Schotz, Company, JLL and A&G re lease strategy, next steps (.5); correspond with Cole Schotz, O. Acuna, K&E team re lease issues, proposed next steps (1.0); review, revise rejection notice (.3).
06/09/23	Julia R. Foster	0.70	Draft 365(d)(4) motion.
06/09/23	Emily Geier, P.C.	0.80	Correspond with R. Fiedler, K&E team and landlords re lease matters.
06/09/23	Noelle M. Howard	0.40	Conference with R. Fiedler, K&E team re lease issues and work in process.
06/09/23	Sarah R. Margolis	0.80	Conference with R. Fiedler re lease status (.2); correspond with counsel for landlord re same (.1); correspond with A&G team re same (.2); correspond with O. Acuna re lease rejection (.1); correspond with M. Sloman, Kroll team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/23	Chris Pavlovich	1.40	Research, analyze lease sale motion inquires (.9); correspond with landlord counsel re same (.3); correspond with R. Fiedler, O. Acuna, M. Sloman re same (.2).
06/09/23	Zak Piech	0.30	Conference with O. Acuna, K&E team re outstanding lease issues.
06/09/23	Michael A. Sloman	2.30	Correspond with C. Pavlovich, K&E team, A&G, landlords re lease issues (.9); correspond with landlords, parties in interest, A&G re lease sale auction (1.1); conference with O. Acuna, K&E team re lease workstream (.3).
06/09/23	Charles B. Sterrett	1.10	Correspond with R. Fiedler, K&E team re lease considerations (.4); review, analyze issues re same (.7).
06/10/23	Ross J. Fiedler	0.50	Correspond with landlords re lease issues (.2); analyze issues re same (.3).
06/11/23	Ross J. Fiedler	1.00	Correspond with Company advisors re leases and related issues (.5); analyze issues re same (.5).
06/12/23	Olivia Acuna	2.00	Correspond with M. Sloman re cure costs (.3); correspond with Alix team re executory contract treatment (.3); telephone conference with S. Helgason re World Market assignment (.2); conference with Cole Schotz team, R. Fiedler, K&E team re lease status (.5); telephone conference with R. Fiedler, landlord counsel re assignment motion (.2); revise lease summary (.5).
06/12/23	Megan C. Feeney	1.90	Correspond with O. Acuna re lease related taxing authority claims, liens (.4); correspond with S. Margolis re rejection notices (.2); correspond with O. Acuna, K&E team, Alix team re credit bidding, cure costs (.3); correspond with O. Acuna, K&E team, Alix team, landlord's counsel re bidding process (.5); telephone conference with R. Fiedler, K&E team, Cole Schotz re lease rejection status, updates (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Ross J. Fiedler	3.10	Telephone conference with Company, Cole Schotz, A&G and JLL re lease strategy, open items, and next steps (.5); telephone conference with O. Acuna, K&E team, Cole Schotz re same (.5); telephone conference with Burlington re assumption and assignment (.5); correspond with M. Sloman, K&E team, Cole Schotz and landlord counterparties re lease issues, proposed next steps (1.0); analyze 365(b)(3)(c) issues (.4); correspond with C. McGushin, K&E team re same (.2).
06/12/23	Samantha Helgason	3.00	Telephone conference with O. Acuna re World Market work in process (.2); correspond with Company, World Market re leases (.2); revise certificate of no objection re assumption and assignment motion (.3); revise order re same (.7); telephone conference with Goodwin Procter re order revisions (.3); correspond with Goodwin Procter, DLA Piper re cure amounts, store locations (.7); further revise order re assumption and assignment motion (.3); correspond with local counsel re filing revised order, certificate of no obligation (.3).
06/12/23	Noelle M. Howard	0.80	Conference with R. Fiedler, K&E lease team and Cole Schotz team re lease issues and cure objections (.5); review, revise summary re same (.3).
06/12/23	Derek I. Hunter	0.30	Telephone conference with R. Fiedler, K&E team, Cole Schotz re leases workstream updates and discussion.
06/12/23	Sarah R. Margolis	0.50	Correspond with M. Feeney, O. Acuna re contract rejection (.2); conference with R. Fiedler K&E team, Cole Schotz re lease open items, lease rejection (.3).
06/12/23	Casey McGushin	1.10	Research re standard for assuming and assigning lease in shopping center.
06/12/23	Chris Pavlovich	0.70	Correspond with landlord parties re lease objections and related inquires.
06/12/23	Zak Piech	0.50	Conference with R. Fiedler, K&E team, Cole Schotz team outstanding lease issues (.3); prepare for same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Michael A. Sloman	2.00	Review and draft correspondence re lease sale auction (.9); correspond with R. Fiedler, K&E team re lease sale auction, Burlington assignment (.5); telephone conference with R. Fiedler, K&E team, Cole Schotz re lease work streams (.3); telephone conference with Burlington re assignment motion (.3).
06/12/23	Charles B. Sterrett	1.20	Review, analyze lease issues (.4); conference with Cole Schotz re same (.5); follow up re same (.3).
06/13/23	Olivia Acuna	3.10	Correspond with Kroll team re landlord noticing address (.3); telephone conference with R. Fiedler re lease assignment (.3); revise lease status summary (1.1); analyze assignment motion (.4); analyze, revise assignment motion (1.0).
06/13/23	Megan C. Feeney	2.40	Correspond with O. Acuna , K&E team, landlord counsel re outstanding lease issues (1.3); draft, revise summary re same (.6); correspond with R. Fielder, K&E team, Alix re cure costs (.3); correspond with S. Margolis re rejection notice (.1); revise rejection notice (.1).
06/13/23	Ross J. Fiedler	2.30	Telephone conference with landlord counterparty re lease issue (.5); correspond with M. Sloman, K&E team, Cole Schotz re lease issues, next steps (1.0); review, analyze issues re prohibited use provisions (.3); correspond with M. Sloman, K&E team, A&G and Company re Burlington assumption and assignment (.5).
06/13/23	Max M. Freedman	0.40	Correspond with Glenn Agre re lease matters (.2); correspond with N. Sosnick re same (.2).
06/13/23	Emily Geier, P.C.	0.70	Correspond with R. Fiedler, K&E team, counterparties re lease treatment issues.
06/13/23	Noelle M. Howard	0.20	Correspond with various landlord counsel re lease issues.
06/13/23	Sarah R. Margolis	0.10	Correspond with Cole Schotz re lease rejection certification of no obligation.
06/13/23	Chris Pavlovich	1.40	Telephone conference with landlord counsels re lease sale process (.3); analyze issues re same (1.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/23	Michael A. Sloman	1.60	Correspond with R. Fiedler, C. Pavlovich, K&E team, interested parties re lease sale process, cures, related lease issues (.9); review, analyze considerations re same (.4); correspond with landlord's counsel re mechanics' lien cure and analyze same (.3).
06/13/23	Charles B. Sterrett	1.60	Review, analyze lease assumption, rejection considerations (.7); correspond with R. Fiedler, K&E team re same (.9).
06/14/23	Olivia Acuna	0.70	Correspond with landlord counsel re cure amounts (.4); correspond with C. Pavlovich re lease summaries (.3).
06/14/23	Megan C. Feeney	2.10	Correspond with M. Sloman, K&E team, landlords counsel, A&G, Company re outstanding lease issues (1.8); review, analyze subleases re same (.3).
06/14/23	Ross J. Fiedler	1.30	Correspond with M. Sloman, K&E team, A&G and Cole Schotz re lease issues, next steps (1.0); telephone conference with landlord counterparty re same (.3).
06/14/23	Noelle M. Howard	0.20	Correspond with various third parties re questions and concerns re contract assumption and rejection process.
06/14/23	Chris Pavlovich	1.60	Correspond with O. Acuna, K&E team, Company, landlord parties re lease objections and inquires (.7); review, analyze same (.9).
06/14/23	Michael A. Sloman	0.90	Correspond with R. Fiedler, K&E team, A&G, Alix, interested parties re lease sale procedures, cure cost disputes and related considerations.
06/14/23	Charles B. Sterrett	0.40	Review, analyze contract, lease issues (.2); conference with O. Acuna re same (.2).
06/15/23	Olivia Acuna	2.60	Revise lease summary (1.1); telephone conference with landlord counsel re lease rejection (.4); correspond with R. Fiedler re cure amounts (.3); correspond with C. Pavlovich re lease summary status (.6); correspond with Company re leases (.2).
06/15/23	Megan C. Feeney	1.30	Correspond with O. Acuna re outstanding lease issues (.5); correspond with R. Fiedler, K&E team, landlord counsel re same (.6); draft, revise summary chart re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/23	Ross J. Fiedler	2.50	Correspond with M. Sloman, K&E team, Cole Schotz and landlord counterparties re lease issues, next steps (2.0); correspond with A&G, M. Sloman, K&E team re bid process, related issues (.5).
06/15/23	Emily Geier, P.C.	0.60	Correspond with R. Fiedler, K&E team re lease assignment issues.
06/15/23	Derek I. Hunter	0.40	Correspond with E. Geier, K&E team re lease analyses and rejections.
06/15/23	Chris Pavlovich	4.90	Conference with M. Sloman, O. Acuna re lease sale auction and lease objection work streams (1.5); review, analyze lease objections (2.3); correspond with R. Fiedler, K&E team, Company, Cole Schotz, A&G and landlord parties re lease objections (1.1).
06/15/23	Michael A. Sloman	2.30	Correspond with R. Fiedler, K&E team, A&G, Alix, interested parties re lease sale process, cure disputes (.8); conference with C. Pavlovich and O. Acuna re lease work streams (1.5).
06/16/23	Olivia Acuna	0.60	Revise lease summary.
06/16/23	Megan C. Feeney	1.30	Draft, revise summary re cure costs, outstanding lease issues (.7); review, analyze objections re same (.6).
06/16/23	Ross J. Fiedler	2.50	Telephone conference with Company, Cole Schotz, JLL and A&G re bid and auction strategy (.5); correspond with M. Sloman, K&E team, Cole Schotz and landlord counterparties re lease issues, next steps (1.0); correspond with eCompany advisors re lease auction (.5); telephone conferences with M. Sloman, K&E team, A&G re lease issues (.5).
06/16/23	Emily Geier, P.C.	0.80	Correspond with R. Fiedler, K&E team and landlords re lease matters.
06/16/23	Noelle M. Howard	0.40	Correspond with various landlord counsel re lease issues and cure disputes.
06/16/23	Derek I. Hunter	0.60	Correspond with R. Fiedler, K&E team re lease analyses and rejections.
06/16/23	Gelareh Sharafi	0.20	Review, revise 365 extension motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/23	Michael A. Sloman	2.60	Conferences with R. Fiedler, K&E team, A&G, interested parties re lease sale process (1.4); revise Burlington assignment order (.1); draft, revise notice re stalking horse deadline extension (.9); correspond with R. Fiedler, K&E team, Proskauer re same (.2).
06/17/23	Ross J. Fiedler	1.00	Correspond with A&G re phase 1 lease auction process (.5); correspond with C. Pavlovich, K&E team, A&G and Cole Schotz re lease issues, next steps (.5).
06/18/23	Derek I. Hunter	0.20	Correspond with R. Fiedler, K&E team re lease analyses and rejections.
06/18/23	Chris Pavlovich	1.00	Correspond with R. Fiedler, O. Acuna, K&E team, landlord parties re lease auction inquires (.6); research, analyze re same (.4).
06/19/23	Olivia Acuna	0.70	Correspond with S. Margolis, C. Pavlovich re lease summary (.3); correspond with landlord counsel re lease status (.4).
06/19/23	Ross J. Fiedler	3.40	Telephone conference with Company, Cole Schotz, A&G and JLL re lease strategy, next steps (.5); correspond with M. Sloman, Cole Schotz and landlord counterparties re lease issues, next steps (1.5); analyze same (.5); correspond with Christmas Tree Shop re leases, rejection (.3); coordinate proof of claim for Christmas Tree Shop chapter 11 (.3); review, revise lease termination agreement (.3).
06/19/23	Emily Geier, P.C.	0.90	Correspond with R. Fiedler, K&E team re Christmas Tree Shop leases and claim (.2); correspond with landlord counterparties re same (.5); telephone conference with landlord re lease treatment (.2).
06/19/23	Samantha Helgason	0.20	Correspond with Company re July rent issues.
06/19/23	Noelle M. Howard	0.40	Correspond with various landlord counsel re lease issues (.2); review, revise summary of outstanding lease issues (.2).
06/19/23	Derek I. Hunter	1.10	Telephone conference with R. Fiedler, K&E team, Company re lease analyses and rejections (.5); correspond with E. Geier, K&E team re same (.6).

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06/19/23	Chris Pavlovich	4.80	Correspond with R. Fiedler, M. Sloman, K&E team, landlord parties, A&G, Cole Schotz re lease sale auction and cure cost objections (2.7); review, analyze same (2.1).
06/19/23	Michael A. Sloman	4.20	Correspond with R. Fiedler, K&E team, Company, A&G, landlords re cure costs, bidding procedures and bid submissions, related inbounds (3.7); review, revise Burlington assignment order (.5).
06/19/23	Charles B. Sterrett	1.50	Review, analyze lease assignment issue (.6); correspond with C. Pavlovich re same (.4); analyze credit servicer reserve considerations (.5).
06/20/23	Olivia Acuna	1.00	Analyze correspondence re cure costs (.3); revise lease summary (.7).
06/20/23	Megan C. Feeney	3.20	Correspond with O. Acuna, K&E team, Cole Schotz, Alix re cure costs (.9); draft, revise summary re same (.5); draft, revise lease auction script (1.2); research precedent re same (.1); correspond re same (.3); conference with J. Ziemba re lease auction process (.2).
06/20/23	Ross J. Fiedler	4.30	Telephone conference with M. Sloman, K&E team, Cole Schotz and Burlington re assumption and assignment (.5); analyze issues re same (.3); correspond with M. Sloman, K&E team, Cole Schotz, A&G and landlord counterparties re lease issues (1.8); review, analyze Michaels lease designation rights bid (.3); review, coordinate cure objections and other lease related objections (1.0); telephone conferences with landlord counterparties re same (.4).
06/20/23	Emily Geier, P.C.	1.30	Correspond with counterparties, R. Fiedler, K&E team re cure objections (.7); conferences with counterparties re same (.6).
06/20/23	Noelle M. Howard	1.30	Conference with M. Feeney, K&E lease team re outstanding lease issues (.5); revise summary re same (.2); correspond with Cole Schotz re cure objections (.6).
06/20/23	Sarah R. Margolis	0.80	Review, analyze lease rejection issue (.5); conference with R. Fiedler, C. Pavlovich re leases assumption, rejection (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/23	Chris Pavlovich	4.80	Telephone conference with R. Fiedler, K&E team re lease workstream status (.5); correspond with R. Fiedler, M. Sloman, K&E team, landlord parties, A&G, Cole Schotz re lease sale auction and cure cost objections (1.8); review, analyze same (1.7); review, revise summary re same (.8).
06/20/23	Zak Piech	1.00	Conference with R. Fiedler, K&E team re outstanding lease issues (.2); analyze correspondence re cure objections (.6); correspond with S. Margolis, K&E team, CS team re same (.2).
06/20/23	Michael A. Sloman	6.50	Correspond with R. Fiedler, K&E team, Company, A&G, landlords re cure costs, bidding procedures and bid submissions, related inbounds (3.6); telephone conference with O. Acuna, K&E team re lease work streams (.2); telephone conference with R. Fiedler, K&E team, Burlington re revised order (.3); analyze, revise same (.3); review, revise non-disclosure agreement re Lewisville lease (.4); draft conditional lease rejection notice (.7); draft phase 2 auction notice (.5); review, revise auction script (.5).
06/21/23	Olivia Acuna	8.10	Telephone conference with S. Margolis, K&E team re lease status (.5); telephone conference with C. McGushin, K&E team re World Market lease (.2); telephone conference with R. Fiedler, C. Pavlovich, A&G team re lease auction (.4); correspond with A&G team re cure amounts (.2); revise lease status summary (1.6); revise assignment motion (2.0); correspond with M. Sloman re same (.4); telephone conference with M. Sloman re same (.6); analyze correspondence re lease assignment (1.3); correspond with Company, advisors re lease terminations (.9).
06/21/23	Jacob E. Black	0.40	Conference with O. Acuna and K&E team re lease issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/21/23	Megan C. Feeney	3.40	Correspond and telephone conference with O. Acuna, K&E team re cure costs process (.5); correspond with Alix, Cole Schotz, Company, landlords re same (.4); draft, revise lease auction script (1.3); correspond with M. Sloman, K&E team re same (.2); correspond with O. Acuna re lease objection summary (.1); correspond with O. Acuna, K&E team re Christmas Tree Shop subleases (.3); draft, revise summary re same (.4); correspond with S. Helgason, K&E team re Christmas Tree Shop subleases (.2).
06/21/23	Ross J. Fiedler	2.50	Telephone conference with Company, Cole Schotz, JLL and A&G team re lease strategy, open items, and next steps (.5); correspond with M. Sloman, K&E team, Cole Schotz and A&G re lease auction, lease issues, and next steps (.5); review, analyze Michaels lease designation bid (.3); telephone conference with A&G, Cole Schotz, M. Sloman, K&E team re lease auction logistics, related issues (.5); correspond with M. Sloman re Burlington assignment (.3); correspond with O. Acuna, K&E team re cure objections (.4).
06/21/23	Emily Geier, P.C.	0.70	Correspond with R. Fiedler, K&E team, counterparties re lease and contract treatment issues.
06/21/23	John Thomas Goldman	1.00	Analyze issue re lease auction process and next steps.
06/21/23	Samantha Helgason	1.80	Correspond with Company, C. Sterrett, K&E team re adjourned store location (.4); correspond with Company re June rent payments, assumed leases (.4); telephone conference with C. McGushin, K&E team re risk considerations of adjourned store location (.3); correspond with A&G re combination leases (.3); correspond with Company re same (.4).
06/21/23	Noelle M. Howard	0.60	Conference with O. Acuna, K&E team re open lease issue (.5); prepare for same (.1).
06/21/23	Derek I. Hunter	0.50	Correspond with R. Fiedler, K&E team re lease analyses and rejections.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/21/23	Sarah R. Margolis	0.30	Correspond with R. Fiedler re lease assumption objection (.1); draft summary same (.1); correspond with Cole Schotz re same (.1).
06/21/23	Sarah R. Margolis	2.30	Conference with C. Pavlovich, K&E team re cure objections, lease assumption (.5); conference with O. Acuna re same (.3); review, analyze lease issues (.7); correspond with Cole Schotz re same (.8).
06/21/23	Chris Pavlovich	9.00	Telephone conference with O. Acuna, S. Margolis, K&E team re lease workstreams (.7); telephone conference with C. McGushin, C. Sterrett K&E team re lease rejection motion (.2); telephone conference with R. Fiedler, O. Acuna, K&E team, A&G, Cole Schotz re lease auction logistics (.7); correspond with R. Fiedler, M. Sloman, K&E team, landlord parties, A&G, Cole Schotz re lease sale auction and cure cost objections (3.9); review, analyze same (3.5).
06/21/23	Zak Piech	0.40	Conference with S. Margolis, K&E team re cure objection workstream.
06/21/23	Michael A. Sloman	2.50	Correspond with R. Fiedler, K&E team, Company, A&G, landlords re cure costs, bidding procedures and bid submissions, related inbounds (1.8); telephone conference with R. Fiedler, K&E team, Cole Schotz, A&G re lease sale auction (.7).
06/21/23	Charles B. Sterrett	1.20	Review, analyze contract and lease assumption, rejection considerations (.8); correspond with Goodwin, S. Helgason re same (.4).
06/22/23	Olivia Acuna	3.60	Correspond with A&G team, Company re cure amounts (.7); conference with M. Sloman re lease auction (.3); telephone conference with R. Fiedler, A&G team re lease auction (.5); revise amended notice of lease auction (.6); correspond with landlord counsel re lease auction (.9); correspond with R. Fiedler, K&E team re lease auction logistics (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/23	Megan C. Feeney	2.00	Correspond with Cole Schotz, K&E team re cure costs (.6); correspond with landlords, O. Acuna, K&E team re lease auction (.6); draft, revise summary re Christmas Tree Shops subleases (.8).
06/22/23	Ross J. Fiedler	5.80	Telephone conference with A&G, Cole Schotz re lease auction preparation (.5); telephone conference with E. Geier re same, related issues (.3); correspond with A&G, Cole Schotz, and landlord counterparties re lease auction, related issues (4.0); review, analyze objections to lease assignments (1.0).
06/22/23	Emily Geier, P.C.	0.90	Correspond with R. Fiedler, K&E team re adequate assurance information and notices (.5); correspond with R. Fiedler, K&E team re lease assumption issue (.4).
06/22/23	Samantha Helgason	0.50	Correspond with A&G, Company re World Market lease locations.
06/22/23	Noelle M. Howard	2.00	Correspond with Cole Schotz re lease cure objections and bids (.7); review, analyze same (.7); review, revise summary of open lease issues (.2); correspond with stakeholder re contact assumption notice (.4).
06/22/23	Derek I. Hunter	0.90	Telephone conference with R. Fiedler, K&E team, Cole Schotz re leases workstream updates and discussion.
06/22/23	Sarah R. Margolis	1.10	Review, analyze rejection issues (1.0); correspond with O. Acuna, K&E team re same (.1).
06/22/23	Chris Pavlovich	0.50	Correspond with landlord parties re lease sale auction.
06/22/23	Michael A. Sloman	6.70	Conference and correspond with R. Fiedler, K&E team, Company, A&G, landlords re cure costs, bidding procedures and bid submissions, related inbounds (3.3); review, revise proposed Burlington assignment order and Burlington assumption and assignment agreement (.7); telephone conference with R. Fiedler, K&E team, A&G, Cole Schotz re lease sale auction (.5); draft, revise lease auction notice (.9); draft correspondence and coordinate responses to qualified bidders and landlord parties re lease sale auction (1.3).

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06/22/23	Charles B. Sterrett	1.30	Review, analyze lease assignment issue (.6); conference with Goodwin, O. Acuna, K&E team re same (.7).
06/23/23	Olivia Acuna	4.20	Correspond with A&G team, Company re cure amounts (.3); conference with M. Sloman re lease auction (.3); telephone conference with R. Fiedler, A&G team re lease auction (.5); revise amended notice of lease auction (.6); telephone conferences with S. Margolis, M. Sloman re notice to qualified bidders (.3); telephone conference with A&G team, R. Fiedler, K&E team re lease bids (.4); correspond with qualified bidders re lease auction (.9); correspond with N. Howard re executory contract status (.5); analyze lease auction logistics (.4).
06/23/23	Megan C. Feeney	6.30	Draft, revise attendee list re lease auction (3.1); compile, organize contact information re same (1.8); correspond with O. Acuna, K&E team, landlords counsel, Company advisors re same (.4); correspond and telephone conference with O. Acuna, K&E team re lease issues (.2); draft, revise Christmas Tree Shop summary (.7); correspond with O. Acuna re same (.1).
06/23/23	Ross J. Fiedler	3.90	Telephone conference with A&G re qualified bids (.5); telephone conference with Company, Cole Schotz, A&G and JLL re lease strategy, open items and next steps (.5); telephone conference with M. Sloman, A&G and Cole Schotz re lease action, related issues (1.0); revise phase 1 lease auction notice (.3); correspond with M. Sloman re same (.1); correspond with M. Sloman, Cole Schotz re cure objections, related lease matters (1.5).
06/23/23	Emily Geier, P.C.	1.10	Correspond with R. Fiedler, K&E team re lease assignment and cure objection issues (.7); correspond with A&G, R. Fiedler, K&E team, counterparty re Campo termination (.4).
06/23/23	Samantha Helgason	0.20	Correspond with Company re going out of business sales, July rent.
06/23/23	Noelle M. Howard	1.50	Conference with O. Acuna, lease team re open lease issues (.2); correspond with Cole Schotz re lease cure objections and bids (.6); review, analyze same (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/23	Derek I. Hunter	0.90	Telephone conference with R. Fiedler, K&E team, Company re lease analyses and rejections (.5); correspond with E. Geier, K&E team re same (.4).
06/23/23	Sarah R. Margolis	1.40	Review, analyze docket filings re cure objections (1.0); correspond with CS re same (.3); correspond with R. Fiedler re same (.1).
06/23/23	Zak Piech	0.10	Conference with O. Acuna, K&E team re lease work stream.
06/23/23	Michael A. Sloman	7.30	Correspond with R. Fiedler, K&E team, Company, A&G, landlords re cure costs, lease sale auction, related considerations (3.9); review, analyze same (1.8); draft revised lease auction notice (.9); revise Burlington assignment order (.4); telephone conference with R. Fiedler, K&E team, A&G, CS re lease sale auction (.3).
06/24/23	Olivia Acuna	0.40	Correspond with lease auction attendees re logistics.
06/24/23	Megan C. Feeney	0.60	Correspond with M. Sloman, K&E team, landlords' counsel re lease auction (.4); draft, revise attendee list re same (.2).
06/24/23	Ross J. Fiedler	1.30	Correspond with M. Sloman, K&E team, Cole Schotz, and landlord counterparties re lease matters (1.0); coordinate lease auction notice (.3).
06/24/23	Samantha Helgason	0.10	Review, analyze lease auction schedule.
06/24/23	Noelle M. Howard	0.30	Correspond with various landlord counsel re lease auction.
06/24/23	Derek I. Hunter	0.50	Correspond with R. Fiedler, K&E team re lease analyses and rejections.
06/24/23	Michael A. Sloman	2.50	Correspond with R. Fiedler, A&G, landlords re lease sale auction (1.4); review, revise lease auction notice (1.0); revise Burlington assignment order (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/23	Olivia Acuna	4.20	Correspond with M Sloman re lease assignment motion (.7); analyze comments re same (.5); telephone conference with R. Fiedler, A&G team re lease auction (.5); correspond with landlord counsel re lease auction logistics (.6); correspond with K&E team, R. Fiedler, A&G team re same (.7); revise lease auction participant summary (1.2).
06/25/23	Megan C. Feeney	5.80	Draft, revise attendee list re lease auction (2.9); draft attendee information materials for lease auction (1.5); correspond and telephone conference with R. Fielder re lease auction logistics (.4); correspond with M. Sloman, K&E team, auction attendees re same (.5); prepare for lease auction (.5).
06/25/23	Ross J. Fiedler	3.60	Telephone conference with A&G, Cole Schotz re lease auction issues (.6); correspond with M. Sloman, K&E team, A&G and Cole Schotz re phase 1 lease auction (1.0); correspond with M. Sloman, Cole Schotz and landlord counterparties re lease issues, strategy (2.0).
06/25/23	Samantha Helgason	0.30	Correspond with R. Fiedler, K&E team re lease auction logistics.
06/25/23	Noelle M. Howard	1.80	Correspond with various landlord counsel re lase auction (.4); review, analyze lease bids (1.0); conference with Cole Schotz, A&G, R. Fiedler, K&E lease team re lease auction (.4).
06/25/23	Derek I. Hunter	0.50	Correspond with R. Fiedler, K&E team re lease analyses and rejections.
06/25/23	Michael A. Sloman	4.30	Prepare for and coordinate logistics re lease sale auction (1.8); correspond with R. Fiedler, K&E team, A&G, interested parties re same (1.1); telephone conference with R. Fiedler, K&E team, Cole Schotz, A&G re lease sale auction (.4); revise Burlington assignment order and A&R assignment agreement (1.0).
06/26/23	Olivia Acuna	7.90	Participate in lease auction (3.9); prepare for same (2.3); telephone conference with M. Sloman, landlord counsel re auction (.3); analyze lease bid summaries (.9); correspond with M. Feeney, M. Sloman, S. Margolis re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/23	Megan C. Feeney	9.00	Correspond with O. Acuna, K&E team, A&G, Cole Schotz, landlord counsel re lease sale auction (.8); prepare for and coordinate re same (1.3); attend and participate in lease sale auction (6.9).
06/26/23	Ross J. Fiedler	9.30	Prepare for phase 1 lease auction (1.0); correspond with A&G, M. Sloman and K&E team re same (1.0); moderate Phase 1 lease auction (4.0); conference with landlords, third-parties, Debtor advisors, and consultation parties re same (2.0); telephone conference with Michaels re same (.3); correspond with M. Sloman, K&E team and Cole Schotz re cure objections (1.0).
06/26/23	Samantha Helgason	1.80	Attend lease sale auction (1.7); correspond with C. Sterrett, O. Acuna re World Market location (.1).
06/26/23	Noelle M. Howard	2.20	Attend and monitor lease auction (1.8); correspond with various landlord counsel re lease auction (.4).
06/26/23	Chris Pavlovich	0.50	Review, analyze correspondence re lease auction and bids.
06/26/23	Michael A. Sloman	6.30	Prepare for and coordinate logistics re lease sale auction (1.8); attend lease sale auction (3.0); review, revise Burlington assignment order and assignment agreement (1.1); correspond with landlords re lease inbounds (.4).
06/27/23	Olivia Acuna	2.90	Correspond with R. Fiedler, S. Helgason re World Market assignment order (.6); correspond with A&G team, Cole Schotz team re lease auction notice (.4); correspond with A&G, M. Sloman re lease rejection notice (.6); correspond with Alix team re World Market direction letter (.2); analyze correspondence re lease auction (.6); correspond with M. Sloman, R. Fiedler re landlord lease inquiries (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/27/23	Megan C. Feeney	0.50	Correspond with O. Acuna, K&E team re store closing guidelines (.1); correspond with S. Margolis re rejection notices, Burling stipulation (.1); correspond with O. Acuna, K&E team re lease issues call (.1); review, revise summary re same (.1); correspond with O. Acuna, K&E team re lease auction attendees (.1).
06/27/23	Ross J. Fiedler	4.70	Correspond with M. Sloman, K&E team and Cole Schotz re cure objections, related issues (1.0); telephone conference with Michaels re lease issues (.5); review, revise auction notice, lease notices and relate issues (1.0); correspond with Cole Schotz re same (.2); correspond with Burlington, landlords and Cole Schotz re Burlington order, related issues (1.0); telephone conferences with landlord, A&G re Burlington assignment (.5); correspond with M. Sloman, Cole Schotz re rejection notice, related matters (.5).
06/27/23	Samantha Helgason	0.90	Review, analyze correspondence re adjourned World Market store location (.6); correspond with R. Fiedler, C. Sterrett, O. Acuna re same (.3).
06/27/23	Noelle M. Howard	0.70	Correspond with various landlord counsel re lease auction (.3); correspond with various contract counterparties re invoices and payment schedule (.4).
06/27/23	Chris Pavlovich	0.40	Review, analyze correspondence re lease auction and bids.
06/27/23	Michael A. Sloman	5.70	Review, analyze lease inbounds and correspond with R. Fiedler, K&E team, Cole Schotz, counterparties re same (1.1); revise proposed Burlington assignment order and prepare same for filing (.9); analyze objections to Burlington assignment and correspond with R. Fiedler, CS re same (1.4); draft talking points re Burlington assignment motion (1.4); draft lease rejection notice (.1); draft notice of successful bidder (.2); prepare for hearing re Burlington assignment (.6).
06/27/23	Charles B. Sterrett	1.90	Review, analyze contract counterparty issues, potential solutions (1.1); correspond with M. Sloman, O. Acuna, Alix re same (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Olivia Acuna	1.70	Correspond with Cole Schotz team re termination agreement (.3); review, revise same (.5); analyze landlord correspondence re cure amounts (.4); correspond with Cole Schotz team, M. Sloman re same (.3); revise lease summary (.2).
06/28/23	Megan C. Feeney	0.60	Correspond with O. Acuna, K&E team re lease auction attendees (.3); review, analyze auction attendee list re transcript (.2). correspond with Kroll, O. Acuna, K&E team re lease counterparty address change (.1).
06/28/23	Ross J. Fiedler	1.30	Review, revise phase 2 lease auction notice (.3); correspond with M. Sloman, K&E team, Cole Schotz and landlord counterparties re lease matters (1.0).
06/28/23	Chris Pavlovich	0.50	Review, analyze correspondence re lease auction and bids.
06/28/23	Michael A. Sloman	4.50	Correspond with R. Fiedler, K&E team, Cole Schotz, A&G, counterparties re lease sales, winning bids, cure costs, related inbounds (3.1); draft notice of assumption and assignment (.4); draft, prepare schedule for phase 2 auction notice (1.0).
06/28/23	Charles B. Sterrett	0.70	Correspond with S. Helgason, O. Acuna, Goodwin re lease assignment considerations.
06/29/23	Olivia Acuna	2.00	Correspond with R. Fiedler, Company re Christmas Tree Shops subleases (.4); conference with M. Sloman re lease rejections (.3); correspond with R. Fiedler re Christmas Tree Shops motion to reject (.3); analyze issues re same (.5); correspond with M. Sloman re lease auction bids (.5).
06/29/23	Ross J. Fiedler	1.50	Telephone conference with M. Sloman, K&E team, Cole Schotz and A&G re rejection notice (.5); correspond with M. Sloman re phase 2 lease auction notice (.3); correspond with Cole Schotz, A&M, M. Sloman and K&E team re lease matters (.7).
06/29/23	Noelle M. Howard	0.60	Correspond with various contract counterparties re assumption questions (.3); correspond with O. Acuna re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/23	Michael A. Sloman	2.40	Correspond with R. Fiedler, K&E team, Cole Schotz, A&G, counterparties re lease sales, winning bids, cure costs, related inbounds (1.7); telephone conference with R. Fiedler, Cole Schotz, A&G re lease sale process (.3); revise phase 2 auction notice (.3); revise lease rejection notice (.1).
06/29/23	Charles B. Sterrett	0.60	Review, analyze lease and contract considerations, issues.
06/30/23	Olivia Acuna	2.00	Correspond with M. Sloman re cure costs (.6); revise lease assignment order (.7); correspond with M. Sloman re same (.3); revise lease summary (.4).
06/30/23	Megan C. Feeney	0.80	Correspond with O. Acuna re Christmas Tree Shop lease status (.1); research re same (.6); correspond with Cole Schotz, landlords counsel re lease rejection status (.1).
06/30/23	Ross J. Fiedler	1.70	Telephone conference with Company, Cole Schotz, A&G and JLL re lease strategy, ongoing transactions (.5); correspond with M. Sloman, K&E team and Cole Schotz re lease issues, next steps (.5); coordinate phase 2 lease auction process (.3); analyze lease issues re Christmas Tree Shops (.4).
06/30/23	Emily Geier, P.C.	0.50	Correspond with M. Feeney, K&E team re Christmas Tree Shop and lease treatment issues.
06/30/23	Chris Pavlovich	0.70	Review, analyze correspondence re lease auction and bids.
06/30/23	Michael A. Sloman	3.80	Correspond with R. Fiedler, K&E team, Cole Schotz, A&G, counterparties re lease sales, winning bids, cure costs, related inbounds (2.3); draft schedule re notice of assumption and assignment (1.2); prepare same for filing (.3).
Total		386.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082110
Client Matter: 53510-12

In the Matter of Business Operations

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 7,362.00

Total legal services rendered

\$ 7,362.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ross J. Fiedler	2.00	1,245.00	2,490.00
Rachel Golden	2.00	735.00	1,470.00
Noelle M. Howard	2.90	735.00	2,131.50
Charles B. Sterrett	1.10	1,155.00	1,270.50
TOTALS	8.00		\$ 7,362.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/23	Ross J. Fiedler	0.40	Correspond with C. Sterrett, K&E team re operational matters, related first day orders.
06/05/23	Rachel Golden	0.20	Correspond with D. Hunter, R. Fritzler re noticing outreach (.1); correspond with Alix team re same (.1).
06/06/23	Ross J. Fiedler	0.80	Telephone conference with M3, Alix, Proskauer teams re operational matters (.5); correspond with Alix team re same (.3).
06/16/23	Ross J. Fiedler	0.50	Correspond with M3, Alix, Proskauer teams, and E. Geier, K&E team re operational matters.
06/19/23	Rachel Golden	0.90	Review, analyze monthly operating reports (.8); correspond with C. Sterrett re same (.1).
06/19/23	Charles B. Sterrett	1.10	Review, analyze monthly operating reports, related materials (.9); correspond with Alix team, R. Golden re same (.2).
06/20/23	Ross J. Fiedler	0.30	Telephone conference with R. Golden, K&E team and Alix team re monthly operating report (partial).
06/20/23	Rachel Golden	0.90	Review, revise monthly operating reports global notes (.8); correspond with Alix team, C. Sterrett re same (.1).
06/27/23	Noelle M. Howard	0.60	Draft wire deposit instruction letter.
06/28/23	Noelle M. Howard	1.80	Draft wire deposit direction letter (1.6); correspond with S. Margolis re same (.2).
06/29/23	Noelle M. Howard	0.50	Draft form wire deposit direction letter.
Total		8.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082111
Client Matter: 53510-13

In the Matter of Claims Administration

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 26,793.50

Total legal services rendered

\$ 26,793.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jacob E. Black	0.50	885.00	442.50
Megan C. Feeney	2.00	735.00	1,470.00
Ross J. Fiedler	0.40	1,245.00	498.00
Julia R. Foster	0.80	480.00	384.00
Emily Geier, P.C.	3.20	1,495.00	4,784.00
Samantha Helgason	11.10	885.00	9,823.50
Sarah R. Margolis	3.40	995.00	3,383.00
Zak Piech	2.70	735.00	1,984.50
Michael A. Sloman	0.20	885.00	177.00
Noah Z. Sosnick	0.50	995.00	497.50
Charles B. Sterrett	2.90	1,155.00	3,349.50
TOTALS	27.70		\$ 26,793.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Zak Piech	0.60	Review, analyze bar date publication notice (.4); correspond with C. Sterrett, K&E team re same (.2).
06/02/23	Sarah R. Margolis	0.40	Correspond with Company re interchange fee class action (.3); correspond with E. Geier re same (.1).
06/09/23	Jacob E. Black	0.30	Correspond with Levtext counsel, Kroll and D. Hunter re claim filing.
06/12/23	Zak Piech	0.20	Correspond with potential claimant re proof of claim inquiry.
06/13/23	Sarah R. Margolis	1.90	Draft stipulation re prepetition litigation claim, vendor (1.5); research complaint, precedent re same (.2); office conference with R. Fiedler re same (.2).
06/13/23	Zak Piech	0.70	Correspond with potential claimant re proof of claim procedures (.2); correspond with Kroll team re same (.2); analyze issues re same (.3).
06/16/23	Emily Geier, P.C.	0.80	Telephone conference with Company, R. Fiedler re claim settlements and procedures (.5); correspond with R. Fiedler, K&E team re same (.3).
06/16/23	Samantha Helgason	0.20	Research, analyze considerations re de minimis claims settlement procedures.
06/16/23	Noah Z. Sosnick	0.30	Correspond with S. Helgason re de minimis claims motion.
06/17/23	Samantha Helgason	0.20	Review correspondence from E. Geier, R. Fiedler re de minimis claims settlement procedures (.1); correspond with R. Fiedler re same (.1).
06/19/23	Julia R. Foster	0.80	Draft de minimis claims settlement procedures motion.
06/19/23	Emily Geier, P.C.	0.30	Review, analyze ONE settlement agreement (.2); correspond with Company re same (.1).
06/19/23	Samantha Helgason	0.50	Telephone conference with R. Fiedler re de minimis claims settlement motion (.2); research, analyze considerations re same (.3).
06/20/23	Jacob E. Black	0.20	Telephone conference with S. Margolis re claims considerations.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/23	Megan C. Feeney	0.90	Correspond with S. Margolis re claims administration (.1); conference with S. Margolis re same (.2); draft, revise response re same (.3); research re same (.3).
06/20/23	Emily Geier, P.C.	1.40	Review and revise ONE settlement motion (1.2); correspond with R. Fiedler, K&E team re same (.2).
06/20/23	Samantha Helgason	4.10	Draft de minimis claims settlement procedures motion (3.9); correspond with R. Fiedler re same (.2).
06/20/23	Sarah R. Margolis	1.10	Telephone conferences with claimant re proof of claim (.4); telephone conference with J. Black re same (.2); review, analyze bar date order (.5).
06/20/23	Zak Piech	0.10	Correspond with J. Black, K&E team re bond claimant inquiry.
06/21/23	Ross J. Fiedler	0.40	Correspond with S. Helgason re de minimis claims settlement motion (.2); review, analyze same (.2).
06/21/23	Emily Geier, P.C.	0.30	Review Sama stipulation and consent order (.2); correspond with S. Margolis, K&E team re same (.1).
06/21/23	Samantha Helgason	3.50	Review, revise de minimis claims motion (1.5); correspond with C. Sterrett, R. Fiedler re same (.3); further revise same (.4); correspond with R. Fiedler re same (.4); further revise same (.7); correspond with E. Geier re same (.2).
06/21/23	Charles B. Sterrett	0.90	Review, revise motion re de minimis claims settlement procedures.
06/22/23	Zak Piech	0.40	Telephone conference with bond claimant re proof of claim issue (.2); correspond with Kroll team re same (.2).
06/23/23	Samantha Helgason	0.30	Correspond with Proskauer, Committee re de minimis claims settlement motion.
06/26/23	Megan C. Feeney	1.10	Draft, revise summary re cure objections (.8); correspond and conference with J. Hahn re same (.2); correspond with N. Sosnick, M. Koch, K&E Team re same (.1).
06/26/23	Samantha Helgason	0.20	Correspond with Pachulski, Proskauer re de minimis claims motion.
06/26/23	Michael A. Sloman	0.20	Telephone conference with counterparty re proof of claim process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/27/23	Samantha Helgason	0.60	Correspond with Proskauer, UCC re de minimis claims procedures motion (.2); correspond with E. Geier re same (.2); telephone conference with UCC re same (.2).
06/27/23	Zak Piech	0.40	Correspond with J. Black, K&E team, Kroll team re proof of claim inquiries.
06/28/23	Charles B. Sterrett	0.90	Correspond with R. Golden, bondholders re claims process, related considerations (.7); review, analyze materials re same (.2).
06/29/23	Zak Piech	0.30	Research re bondholder proof of claim issue (.2); correspond with S. Margolis re same (.1).
06/30/23	Emily Geier, P.C.	0.40	Correspond with Proskauer re claim-related NDA (.2); correspond with R. Fiedler, K&E team re same (.2).
06/30/23	Samantha Helgason	1.50	Telephone conference with C. Sterrett, Pachulski re de minimis claims motion (.3); review, analyze Proskauer comments re same (.6); correspond with D. Hunter, R. Fiedler, C. Sterrett re same (.4); correspond with Alix team re same (.2).
06/30/23	Noah Z. Sosnick	0.20	Correspond with R. Golden re claims inquiry.
06/30/23	Charles B. Sterrett	1.10	Correspond with S. Helgason, Pachulski team re de minimis claims settlement motion, related issues (.2); telephone conference with S. Helgason, Pachulski team re same (.2); review, analyze issues re same (.7).
Total		27.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082112
Client Matter: 53510-14

In the Matter of Schedules and Statements (SOFAs)

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 5,943.00

Total legal services rendered

\$ 5,943.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rachel Golden	5.10	735.00	3,748.50
Charles B. Sterrett	1.90	1,155.00	2,194.50
TOTALS	7.00		\$ 5,943.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/23	Rachel Golden	0.10	Correspond with M. Sloman re schedules, statements.
06/07/23	Rachel Golden	0.60	Correspond with R. Fiedler, M. Sloman re schedules, statements (.2); research re same (.4).
06/15/23	Rachel Golden	0.40	Correspond with C. Sterrett re schedules, statements (.1); correspond with Alix team re same (.3).
06/15/23	Charles B. Sterrett	0.40	Correspond, conference with R. Golden, D. Hunter re schedules amendments (.2); correspond with Alix team re same (.2).
06/16/23	Rachel Golden	1.00	Correspond with C. Sterrett re schedules, statements (.1); correspond with Alix team re same (.1); review, analyze summary re same (.4); correspond with Alix team re same (.2); correspond with C. Sterrett re same (.2).
06/16/23	Charles B. Sterrett	0.80	Review, analyze potential schedules, statements amendments, related issues.
06/19/23	Rachel Golden	0.20	Correspond with C. Sterrett re schedules, statements (.1); correspond with Alix team re same (.1).
06/23/23	Rachel Golden	0.10	Correspond with Alix team re schedules and statements.
06/27/23	Rachel Golden	0.10	Correspond with Alix team re schedules and statements.
06/28/23	Rachel Golden	0.10	Correspond with Alix team re schedules and statements.
06/29/23	Rachel Golden	0.60	Correspond with Alix team re schedules and statements (.1); correspond with C. Sterrett re same (.1); review, analyze schedules and statements (.3); correspond with M. Sloman re same (.1).
06/29/23	Charles B. Sterrett	0.70	Review, revise schedules, statements (.6); correspond with R. Golden re same (.1).
06/30/23	Rachel Golden	1.90	Review, analyze schedules and statements (1.4); correspond with C. Sterrett, Alix team, Cole Schotz re same (.4); telephone conference with Cole Schotz re same (.1).
Total		7.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082113
Client Matter: 53510-15

In the Matter of Creditor and Stakeholder Communications

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 13,524.00

Total legal services rendered

\$ 13,524.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	2.20	995.00	2,189.00
Matthew Antinossi	0.60	1,895.00	1,137.00
Jacob E. Black	0.50	885.00	442.50
Max M. Freedman	0.90	885.00	796.50
Emily Geier, P.C.	1.20	1,495.00	1,794.00
Rachel Golden	2.60	735.00	1,911.00
Noelle M. Howard	0.80	735.00	588.00
Derek I. Hunter	0.60	1,375.00	825.00
Mike James Koch	0.10	735.00	73.50
Evangelia Podaras	0.70	1,405.00	983.50
Michael A. Sloman	1.50	885.00	1,327.50
David G. Strecker	0.80	850.00	680.00
Josh Sussberg, P.C.	0.20	2,045.00	409.00
Mary Catherine Young	0.50	735.00	367.50
TOTALS	13.20		\$ 13,524.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Emily Geier, P.C.	0.40	Correspond with creditors re inquiries.
06/05/23	Olivia Acuna	0.10	Correspond with C Street team re stakeholder communications.
06/05/23	Matthew Antinossi	0.50	Review and revise store closing employee communications (.3); correspond with M. Sloman, K&E team, and C Street team re same (.2).
06/05/23	Evangelia Podaras	0.70	Review and revise store closing communications document.
06/06/23	Olivia Acuna	0.20	Telephone conference with C Street re stakeholder communications.
06/06/23	Michael A. Sloman	0.10	Telephone conference with O. Acuna, J. Black, C Street re communications strategy.
06/07/23	Matthew Antinossi	0.10	Review updated communications re COBRA coverage and correspond with C Street team re same.
06/07/23	Derek I. Hunter	0.30	Correspond with various stakeholders re case inquiries.
06/08/23	Derek I. Hunter	0.30	Correspond with various stakeholders re case inquiries.
06/09/23	David G. Strecker	0.80	Telephone conference with service provider re document review (.5); correspond with R. Fiedler, K&E team re document review and responsiveness determinations (.3).
06/13/23	Olivia Acuna	0.40	Telephone conference with C Street team re stakeholder communications.
06/13/23	Jacob E. Black	0.50	Telephone conference with C. Pavlovich re Mayer Brown outreach (.2); correspond with Mayer Brown re client concerns (.1); correspond with Kroll, S. Margolis, K&E team re same (.1); review lease analysis re same (.1).
06/13/23	Michael A. Sloman	0.40	Correspond with Kroll re creditor inquiries (.1); telephone conference with C Street re case update (.3).
06/16/23	Michael A. Sloman	0.20	Correspond with Cole Schotz re creditor noticing (.1); analyze considerations re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/23	Max M. Freedman	0.90	Correspond with Lazard re ad hoc group requests (.4); correspond with Pachulski, Proskauer, Davis Polk teams re same (.1); correspond with Glenn Agre re same (.4).
06/20/23	Rachel Golden	0.30	Correspond with creditor re proof of claim (.1); telephone conference re same (.2).
06/20/23	Noelle M. Howard	0.80	Telephone conference with various stakeholders re equity and claim questions.
06/20/23	Michael A. Sloman	0.30	Telephone conference with J. Black, C Street re case updates, communications.
06/21/23	Olivia Acuna	0.30	Telephone conference with M. Sloman, C Street team re communications.
06/22/23	Olivia Acuna	0.20	Correspond with C Street team re communications.
06/22/23	Emily Geier, P.C.	0.50	Telephone conference with D. Hillman re potential claims and NDA (.3); correspond with K&E team re same (.2).
06/22/23	Josh Sussberg, P.C.	0.20	Respond to customer voicemails.
06/23/23	Emily Geier, P.C.	0.30	Correspond with R. Fiedler re bondholder NDA.
06/23/23	Rachel Golden	0.60	Correspond with D. Hunter re creditor outreach (.1); telephone conference with creditor re same (.2); correspond with Kroll team re same (.2); correspond with creditor re same (.1).
06/26/23	Olivia Acuna	0.90	Telephone conference with C Street team re communications materials (.7); analyze, revise draft communication materials (.2).
06/26/23	Rachel Golden	0.20	Correspond with creditor re potential claims.
06/26/23	Michael A. Sloman	0.50	Telephone conference with O. Acuna, C Street re case update, communication matters.
06/27/23	Rachel Golden	0.20	Correspond with creditor re potential claims (.1); correspond with T. Tucker re creditor outreach (.1).
06/28/23	Olivia Acuna	0.10	Review, revise communications materials.
06/28/23	Rachel Golden	0.50	Correspond with creditor re potential claims (.1); conference with creditor re same (.4).
06/28/23	Rachel Golden	0.30	Correspond with D. Hunter re bondholders (.1); correspond with C. Sterrett re same (.1); correspond with bondholders re potential claims (.1).

Legal Services for the Period Ending June 30, 2023

Invoice Number:

1050082113

Bed Bath and Beyond Inc.

Matter Number:

53510-15

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/23	Mary Catherine Young	0.50	Correspond with C Street team re buybuy BABY sale process communications.
06/30/23	Rachel Golden	0.50	Correspond with N. Sosnick re creditor outreach (.2); correspond with creditor, Alix team re same (.2); telephone conference with creditor re potential claims (.1).
06/30/23	Mike James Koch	0.10	Correspond with C. Sterrett re stakeholder outreach.
Total		13.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082114
Client Matter: 53510-16

In the Matter of U.S. Trustee Matters and Communication

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 16,219.50

Total legal services rendered

\$ 16,219.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jacob E. Black	1.80	885.00	1,593.00
Ross J. Fiedler	3.00	1,245.00	3,735.00
Julia R. Foster	0.40	480.00	192.00
Max M. Freedman	1.30	885.00	1,150.50
Emily Geier, P.C.	0.30	1,495.00	448.50
Richard U. S. Howell, P.C.	0.40	1,620.00	648.00
Charles B. Sterrett	4.20	1,155.00	4,851.00
Rachel Young	4.90	735.00	3,601.50
TOTALS	16.30		\$ 16,219.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Ross J. Fiedler	0.60	Correspond with C. Sterrett, K&E team re intercompany summary and financial reporting for U.S. Trustee (.2); telephone conference with Alix team, C. Sterrett re same (.4).
06/01/23	Rachel Young	0.30	Telephone conference with Alix team, Company, C. Sterrett, R. Fielder re U.S. Trustee inquiry (partial).
06/02/23	Ross J. Fiedler	0.40	Correspond with U.S. Trustee re sale process (.1); telephone conference with U.S. Trustee re same, other open matters (.3).
06/02/23	Max M. Freedman	0.40	Review, revise 341 memorandum (.3); correspond with I. Huang re same (.1).
06/03/23	Rachel Young	0.70	Review, analyze initial debtor interview requests re preparation for 341 meeting (.5); correspond with C. Sterrett, K&E team re same (.2).
06/04/23	Rachel Young	1.40	Correspond with C. Sterrett, K&E team re 341 meeting (.8); review, analyze statements re same (.3); draft summary re 341 materials (.3).
06/05/23	Jacob E. Black	1.80	Telephone conference with U.S. Trustee and creditors re 341 meeting.
06/05/23	Ross J. Fiedler	0.50	Telephone conference with C. Sterrett, K&E team, Alix re 341 meeting preparation.
06/05/23	Ross J. Fiedler	0.20	Correspond with E. Geier, K&E team re 341 meeting.
06/05/23	Ross J. Fiedler	1.30	Telephone conference with C. Sterrett, H. Etlin, M. Sloman, Alix team, Cole Schotz re 341 meeting prep (.8); correspond with K&E team re same (.3); correspond with M. Sloman, C. Sterrett re 341 meeting (.2).
06/05/23	Julia R. Foster	0.40	Correspond with R. Fiedler re 341 meeting logistics.
06/05/23	Max M. Freedman	0.90	Review, revise 341 analysis (.8); correspond with C. Sterrett, I. Huang re same (.1).
06/05/23	Emily Geier, P.C.	0.30	Correspond with R. Fiedler, K&E team re 341 meeting.
06/05/23	Richard U. S. Howell, P.C.	0.40	Prepare and review correspondence re open litigation issues re 341 meeting.

Legal Services for the Period Ending June 30, 2023

Invoice Number:

1050082114

Bed Bath and Beyond Inc.

Matter Number:

53510-16

U.S. Trustee Matters and Communication

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Charles B. Sterrett	0.90	Correspond, telephone conference with Alix team, Cole Schotz, R. Fiedler, K&E team re 341 meeting preparation.
06/05/23	Rachel Young	1.80	Telephone conference with R. Fiedler, C. Sterrett, H. Etlin, Alix team, Cole Schotz re 341 meeting prep (.7); correspond with C. Sterrett, K&E team re same (.3); correspond with R. Fiedler, C. Sterrett re 341 meeting inquiries (.4); review, analyze Company financials re same (.3); correspond with R. Golden re same (.1).
06/20/23	Charles B. Sterrett	2.40	Review, revise monthly operating reports (1.8); correspond and telephone conference with R. Golden, Alix team re same (.6).
06/20/23	Rachel Young	0.70	Review, analyze monthly operating report (.5); telephone conference with C. Sterrett, Alix team re same (partial) (.2).
06/21/23	Charles B. Sterrett	0.90	Correspond and telephone conference with Cole Schotz, U.S. Trustee, Alix team re monthly operating reports (.6); review, revise related materials (.3).
Total		16.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082115
Client Matter: 53510-17

In the Matter of Hearings

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 189,342.50

Total legal services rendered

\$ 189,342.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	8.00	995.00	7,960.00
Amie Marie Bauer	3.50	1,080.00	3,780.00
Jacob E. Black	6.50	885.00	5,752.50
Seth Cohen	2.50	985.00	2,462.50
Amy Donahue	12.70	480.00	6,096.00
Megan C. Feeney	4.30	735.00	3,160.50
Ross J. Fiedler	10.40	1,245.00	12,948.00
Julia R. Foster	15.50	480.00	7,440.00
Max M. Freedman	1.70	885.00	1,504.50
Emily Geier, P.C.	14.80	1,495.00	22,126.00
Rachel Golden	5.30	735.00	3,895.50
Jacqueline Hahn	5.00	325.00	1,625.00
Samantha Helgason	4.70	885.00	4,159.50
Richard U. S. Howell, P.C.	12.40	1,620.00	20,088.00
Derek I. Hunter	7.10	1,375.00	9,762.50
Mike James Koch	7.50	735.00	5,512.50
Sarah R. Margolis	3.00	995.00	2,985.00
Casey McGushin	2.00	1,415.00	2,830.00
Georgia Meadow	2.00	325.00	650.00
Chris Pavlovich	3.60	995.00	3,582.00
Zak Piech	0.80	735.00	588.00
Zak Read	9.50	735.00	6,982.50
Elizabeth M. Roberts	2.50	1,295.00	3,237.50
Tuba Sahiti	1.90	885.00	1,681.50
Christine Shang	3.40	1,215.00	4,131.00
Michael A. Sloman	2.80	885.00	2,478.00
Noah Z. Sosnick	6.60	995.00	6,567.00
Charles B. Sterrett	6.50	1,155.00	7,507.50
Josh Sussberg, P.C.	11.40	2,045.00	23,313.00
Danielle Walker	3.90	325.00	1,267.50
Mary Catherine Young	2.30	735.00	1,690.50
Rachel Young	0.60	735.00	441.00

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tanzila Zomo	3.50	325.00	1,137.50
TOTALS	188.20		\$ 189,342.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Olivia Acuna	2.00	Telephonically participate in 341 meeting of creditors.
06/05/23	Amy Donahue	3.50	Implement and maintain K&E Listen-Only line for 341 Meeting.
06/05/23	Ross J. Fiedler	6.00	Participate in 341 meeting.
06/05/23	Julia R. Foster	0.90	Correspond with T. Zomo re hearing logistics.
06/05/23	Max M. Freedman	1.70	Attend 341 meeting.
06/05/23	Emily Geier, P.C.	0.40	Correspond with D. Hunter, K&E team re hearing adjournment.
06/05/23	Jacqueline Hahn	2.00	Assist and attend 341 meeting.
06/05/23	Richard U. S. Howell, P.C.	3.40	Attend portions of 341 meeting.
06/05/23	Chris Pavlovich	2.60	Attend 341 meeting.
06/05/23	Zak Read	0.90	Attend 341 meeting via telephone conference.
06/05/23	Charles B. Sterrett	2.70	Attend 341 meeting (partial).
06/05/23	Rachel Young	0.60	Telephonically attend 341 meeting (partial).
06/05/23	Mary Catherine Young	0.80	Attend 341 conference.
06/12/23	Richard U. S. Howell, P.C.	0.50	Review, analyze correspondence re open issues prior to hearing.
06/13/23	Ross J. Fiedler	0.20	Review, revise hearing agenda.
06/14/23	Olivia Acuna	2.50	Participate in DIP hearing.
06/14/23	Amie Marie Bauer	3.50	Attend DIP hearing.
06/14/23	Jacob E. Black	0.20	Telephonically attend DIP hearing.
06/14/23	Amy Donahue	2.40	Attend DIP hearing.
06/14/23	Megan C. Feeney	1.00	Attend DIP hearing.
06/14/23	Ross J. Fiedler	2.00	Attend and participate in DIP hearing.
06/14/23	Julia R. Foster	3.70	Correspond with H. Etlin and D. Kastin re June 14, 2023 hearing (.4); correspond with F. Yudkin re same (.5); prepare materials for June 14, 2023 hearing (1.3); draft pro hac vice application and certification ISO for O. Acuna and C. Shang (1.5).
06/14/23	Emily Geier, P.C.	3.70	Prepare for and attend final DIP hearing.
06/14/23	Jacqueline Hahn	2.00	Participate in final DIP hearing.
06/14/23	Casey McGushin	2.00	Attend DIP hearing.
06/14/23	Chris Pavlovich	1.00	Telephonically attend DIP hearing.
06/14/23	Zak Piech	0.80	Telephonically attend DIP hearing (partial).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/14/23	Elizabeth M. Roberts	2.50	Attend telephone conference re DIP order hearing.
06/14/23	Tuba Sahiti	1.90	Attend June omnibus, final DIP, final cash management hearing.
06/14/23	Christine Shang	3.40	Attend DIP hearing.
06/14/23	Noah Z. Sosnick	3.50	Attend DIP hearing.
06/14/23	Danielle Walker	2.50	Attend DIP hearing.
06/14/23	Tanzila Zomo	3.50	Prepare for DIP hearing (1.5); participate and monitor re same (2.0).
06/25/23	Ross J. Fiedler	0.20	Review, analyze hearing agenda.
06/25/23	Richard U. S. Howell, P.C.	0.50	Review, analyze materials in preparation for sale hearing and other potential hearings.
06/25/23	Sarah R. Margolis	0.20	Review, revise hearing agenda (.1); correspond with R. Fiedler, Cole Schotz re same (.1).
06/27/23	Olivia Acuna	1.50	Telephonically attend sale hearing.
06/27/23	Amy Donahue	1.50	Implement and maintain listen-only line re June 27 sale hearing.
06/27/23	Megan C. Feeney	1.50	Telephonically attend sale hearing.
06/27/23	Ross J. Fiedler	1.50	Attend and participate in hearing re overstock sale, DIP reconsideration motion and other matters.
06/27/23	Julia R. Foster	2.00	Attend and assist with June 27 hearing.
06/27/23	Emily Geier, P.C.	2.80	Attend hearing in Newark, New Jersey re overstock sale, DIP reconsideration motion, and other matters.
06/27/23	Rachel Golden	1.40	Correspond with N. Sosnick re sale hearing (.1); coordinate, manage conference re same (.3); attend hearing re sale auction (1.0).
06/27/23	Jacqueline Hahn	1.00	Attend June 27 hearing.
06/27/23	Samantha Helgason	0.80	Attend sale hearing.
06/27/23	Richard U. S. Howell, P.C.	1.00	Attend portions of sale and status conference hearing.
06/27/23	Sarah R. Margolis	1.80	Draft hearing agenda (.1); correspond with J. Black, K&E team re same (.1); correspond with Cole Schotz re same (.1); correspond with J. Foster re same (.1); attend sale hearing (1.4).
06/27/23	Georgia Meadow	2.00	Attend and assist with June 27 hearing.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/27/23	Zak Read	2.30	Telephonically attend June omnibus hearing (1.2); coordinate, manage conference re same (1.1).
06/27/23	Michael A. Sloman	1.40	Participate in hearing re Burlington assignment.
06/27/23	Noah Z. Sosnick	2.40	Attend sale hearing (2.0); coordinate logistics re same (.4).
06/27/23	Charles B. Sterrett	1.20	Telephonically attend hearing.
06/27/23	Josh Sussberg, P.C.	3.90	Prepare for and attend hearing on motion to reconsider and miscellaneous items.
06/27/23	Danielle Walker	1.40	Attend sale hearing.
06/27/23	Mary Catherine Young	1.50	Attend overstock sale hearing.
06/28/23	Olivia Acuna	2.00	Telephonically attend hearing re motion to vacate DIP order.
06/28/23	Jacob E. Black	6.30	Telephonically attend hearing re motion to reconsider.
06/28/23	Seth Cohen	2.50	Attend hearing on DIP motion to reopen.
06/28/23	Amy Donahue	5.30	Attend hearing re motion to reconsider.
06/28/23	Megan C. Feeney	1.80	Telephonically attend hearing re motion to reconsider.
06/28/23	Ross J. Fiedler	0.50	Telephonically attend hearing re motion to reconsider.
06/28/23	Julia R. Foster	6.60	Attend and assist with June 28 hearing.
06/28/23	Julia R. Foster	2.30	Prepare materials for June 28, 2023 hearing.
06/28/23	Emily Geier, P.C.	7.90	Attend hearing re motion to reconsider.
06/28/23	Rachel Golden	3.90	Attend hearing re motion to reconsider (3.0); draft, revise summary re motion to reconsider (.6); correspond with S. Helgason re same (.2); correspond with C. Fabrizio, K&E team re same (.1).
06/28/23	Samantha Helgason	3.90	Attend hearing re motion to reconsider.
06/28/23	Richard U. S. Howell, P.C.	7.00	Attend trial on motion for reconsideration.
06/28/23	Derek I. Hunter	7.10	Attend and participate in reconsideration hearing.
06/28/23	Mike James Koch	7.50	Attend hearing re motion to reconsider.
06/28/23	Sarah R. Margolis	1.00	Attend hearing re motion to reconsider (partial).
06/28/23	Zak Read	6.30	Attend hearing re motion to reconsider.
06/28/23	Michael A. Sloman	1.40	Telephonically attend hearing re motion to reconsider.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Noah Z. Sosnick	0.70	Attend hearing re motion to reconsider.
06/28/23	Charles B. Sterrett	2.60	Telephonically attend hearing (partial).
06/28/23	Josh Sussberg, P.C.	7.50	Prepare for and attend hearing on motion to reconsider.
Total		188.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082116
Client Matter: 53510-18

In the Matter of Insurance and Surety Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 42,098.00

Total legal services rendered

\$ 42,098.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	1.60	995.00	1,592.00
Ross J. Fiedler	1.30	1,245.00	1,618.50
Emily Geier, P.C.	11.90	1,495.00	17,790.50
Noelle M. Howard	0.70	735.00	514.50
Alex D. Pappas	1.80	985.00	1,773.00
William T. Pruitt	11.70	1,550.00	18,135.00
Michael A. Sloman	0.30	885.00	265.50
Josh Sussberg, P.C.	0.20	2,045.00	409.00
TOTALS	29.50		\$ 42,098.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Olivia Acuna	0.10	Telephone conference with Alix team re surety bonds.
06/02/23	Michael A. Sloman	0.30	Correspond with Company, CorVel re CorVel contract.
06/05/23	William T. Pruitt	0.70	Analyze proposed settlement construct and related insurance issues (.5); telephone conference with lender counsel re same (.2).
06/06/23	Emily Geier, P.C.	3.10	Correspond and telephone conference with R. Fiedler, K&E team re insurance coverage matters.
06/08/23	Emily Geier, P.C.	1.20	Correspond and conference with W. Pruitt, K&E team re insurance coverage matters.
06/08/23	William T. Pruitt	2.50	Analyze insurance elements of draft term sheet (.5); telephone conference with lender counsel re same (.3); telephone conferences with E. Geier re same (.5); analyze settlement concept and related insurance issues (.6); review and revise draft term sheet (.6).
06/09/23	Emily Geier, P.C.	1.80	Correspond and conference with R. Fiedler, K&E team re insurance coverage.
06/10/23	William T. Pruitt	0.20	Analyze settlement structure and related insurance coverage issues (.1); correspond with E. Geier re same (.1).
06/10/23	Josh Sussberg, P.C.	0.20	Telephone conference with E. Geier re status on insurance settlement.
06/11/23	William T. Pruitt	1.20	Analyze settlement structure and related D&O insurance issues (.3); telephone conference and correspond with E. Geier re same (.2); telephone conference with broker re relevant experience (.1); review, analyze and revise draft term sheet (.6).
06/12/23	William T. Pruitt	3.50	Analyze settlement construct and related insurance issues (1.7); correspond with E. Geier re same (.3); telephone conferences with E. Geier re same (.5); telephone conference with A. Pappas re related legal research (.3); telephone conference with L. Fine re same (.2); telephone conference with lender counsel re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/23	Alex D. Pappas	0.50	Conference with W. Pruitt re insurance and covenants.
06/13/23	Alex D. Pappas	1.30	Research re covenants (.8); draft summary re same (.5).
06/13/23	William T. Pruitt	1.20	Further analyze potential settlement and related D&O insurance issues (.8); telephone conference with A. Pappas re legal research re same (.2); correspond with E. Geier re same (.2).
06/14/23	Emily Geier, P.C.	1.30	Correspond and telephone conference with K&E team re insurance coverage matters.
06/14/23	William T. Pruitt	1.00	Further analyze settlement construct and related insurance issues (.5); telephone conference with broker re same (.3); telephone conference with E. Geier re same (.2).
06/16/23	Ross J. Fiedler	0.50	Correspond with Company, E. Geier, K&E team re insurance matters.
06/16/23	Emily Geier, P.C.	1.20	Correspond and conference with R. Fiedler, K&E team re insurance coverage.
06/19/23	Ross J. Fiedler	0.80	Telephone conference with E. Geier, K&E team, disinterested directors re insurance matters (.5); correspond with W. Pruitt re same (.3).
06/19/23	Emily Geier, P.C.	0.40	Telephone conference with W. Pruitt re insurance coverage matters (.2); correspond with W. Pruitt re same (.2).
06/19/23	William T. Pruitt	1.00	Analyze insurer question re indemnification (.3); correspond with R. Fiedler re same (.2); further analysis re settlement construct and related insurance issues (.3); telephone conference with independent directors re same (.2).
06/21/23	Emily Geier, P.C.	0.60	Correspond with W. Pruitt re insurance coverage issues.
06/21/23	Noelle M. Howard	0.30	Correspond with counsel to surety bond provider re surety bond status.
06/22/23	Olivia Acuna	0.70	Analyze correspondence from surety bond counsel re surety bond (.2); correspond with N. Howard, Alix team re same (.5).

Legal Services for the Period Ending June 30, 2023

Invoice Number:

1050082116

Bed Bath and Beyond Inc.

Matter Number:

53510-18

Insurance and Surety Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/23	Emily Geier, P.C.	1.30	Correspond with W. Pruitt, K&E team re insurance coverage matters (.3); telephone conference with W. Pruitt, K&E team re same (1.0).
06/22/23	William T. Pruitt	0.40	Analyze considerations re proposed settlement structure and related D&O insurance issues (.2); correspond with E. Geier re same (.2).
06/28/23	Olivia Acuna	0.80	Telephone conference with Arch insurance, C. Sterrett, N. Howard re bonds (.4); correspond with Arch insurance re same (.2); telephone conference with Alix team re same (.2).
06/28/23	Noelle M. Howard	0.40	Telephone conference with surety bond counsel re bond contract concerns.
06/29/23	Emily Geier, P.C.	1.00	Correspond with Company, R. Fiedler, K&E team re benefit and insurance coverage matters (.5); telephone conference with Company. R. Fiedler, K&E team re same (.5).
Total		29.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082117
Client Matter: 53510-19

In the Matter of Utilities

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 6,615.00

Total legal services rendered

\$ 6,615.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Charles B. Sterrett	0.70	1,155.00	808.50
Rachel Young	7.90	735.00	5,806.50
TOTALS	8.60		\$ 6,615.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Rachel Young	0.30	Correspond with Alix team, utility provider re utilities inquiry.
06/05/23	Rachel Young	0.30	Correspond with Alix team re utilities requests.
06/07/23	Rachel Young	0.40	Review, analyze outstanding utilities inquiries (.3); correspond with Alix team re same (.1).
06/08/23	Rachel Young	0.10	Correspond with Alix team re outstanding utilities inquiries.
06/09/23	Rachel Young	0.20	Review, analyze utilities inquiry (.1); correspond with Alix team re same (.1).
06/12/23	Rachel Young	1.00	Correspond with Alix team re utilities inquiries (.4); conference with R. Yenumala re same (.3); correspond with providers re same (.3).
06/14/23	Rachel Young	0.20	Correspond with Alix team re outstanding utilities inquiries.
06/15/23	Rachel Young	0.20	Correspond with Alix team re outstanding inquiries.
06/19/23	Rachel Young	0.30	Correspond with Alix team re outstanding utilities requests.
06/20/23	Rachel Young	0.30	Correspond with Alix team re outstanding utilities inquiries (.2); correspond with providers re same (.1).
06/21/23	Rachel Young	0.10	Correspond with Alix team re outstanding utilities issues.
06/22/23	Rachel Young	0.20	Conference with Alix team re utilities issue (.1); correspond with Alix team re same (.1).
06/29/23	Charles B. Sterrett	0.30	Correspond with R. Young re utilities issues.
06/29/23	Rachel Young	0.60	Correspond with Alix team re utilities inquiries.
06/30/23	Charles B. Sterrett	0.40	Correspond with R. Young re utilities issues.
06/30/23	Rachel Young	3.70	Correspond with utilities providers re utilities issues (.6); correspond with Alix team re same (1.0); review, analyze utilities deposits re same (2.1).
Total		8.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082118
Client Matter: 53510-20

In the Matter of Tax Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 50,282.00

Total legal services rendered

\$ 50,282.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	0.50	995.00	497.50
Jacob E. Black	0.80	885.00	708.00
Thad W. Davis, P.C.	19.30	1,795.00	34,643.50
Ross J. Fiedler	1.80	1,245.00	2,241.00
Natalie Hoyer Keller	0.30	1,795.00	538.50
Zak Piech	4.80	735.00	3,528.00
Charles B. Sterrett	1.60	1,155.00	1,848.00
Jessica M. Yeh	4.50	1,395.00	6,277.50
TOTALS	33.60		\$ 50,282.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Zak Piech	0.80	Analyze issues re tax inquiry (.6); correspond with C. Sterrett, K&E team, Alix team re same (.2).
06/01/23	Charles B. Sterrett	0.40	Review, analyze tax issues (.1); correspond, telephone conference with AlixPartners team re same (.3).
06/03/23	Charles B. Sterrett	0.40	Correspond and telephone conference with AlixPartners re tax accounting, intercompany considerations.
06/05/23	Zak Piech	0.70	Analyze notice re outstanding taxes (.6); correspond with C. Sterrett, K&E team, Alix, Company re same (.1).
06/07/23	Jacob E. Black	0.40	Telephone conference with Z. Piech, K&E team, Company, and Deloitte re tax issues, next steps.
06/07/23	Thad W. Davis, P.C.	1.50	Telephone conference with Company re tax claims and audits (.5); review and revise asset purchase agreement (1.0).
06/07/23	Ross J. Fiedler	0.50	Telephone conference with J. Black, K&E team, Company re tax issues.
06/07/23	Zak Piech	1.10	Analyze outstanding tax payment issues (.4); correspond with C. Sterrett, K&E team re same (.2); conference with C. Sterrett, K&E team, Company, Deloitte re same (.3); draft summary re same (.2).
06/07/23	Charles B. Sterrett	0.40	Review, analyze tax issues (.2); correspond, telephone conference with Company, Deloitte, Z. Piech re same (.2).
06/08/23	Ross J. Fiedler	0.80	Telephone conference with Company, NJ Authority re refund (.5); prepare for same (.3).
06/08/23	Jessica M. Yeh	1.50	Review and revise overstock APA re tax issues (1.0); review IRS letters re claims (.5).
06/09/23	Jacob E. Black	0.30	Correspond with Alix team re tax issues (.2); correspond with Z. Piech and K&E team re same (.1).
06/12/23	Olivia Acuna	0.50	Telephone conference with M. Feeney re tax claims (.3); correspond with Alix team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Thad W. Davis, P.C.	0.30	Review, analyze asset purchase agreement re tax issues.
06/13/23	Jacob E. Black	0.10	Correspond with Z. Piech re tax issue.
06/13/23	Thad W. Davis, P.C.	1.40	Telephone conference with R. Fiedler re Texas tax liens (.4); research same (.3); telephone conference with J. Yeh re same (.2); telephone conference with Texas tax authority counsel re same (.5).
06/13/23	Zak Piech	0.20	Correspond with J. Black, Company re tax payments.
06/13/23	Jessica M. Yeh	3.00	Research priority and scope of Texas tax claims.
06/18/23	Thad W. Davis, P.C.	0.30	Review, analyze correspondence re asset purchase agreement.
06/19/23	Thad W. Davis, P.C.	1.80	Review and revise asset purchase agreement (.8); review and draft correspondence re tax attributes (.7); telephone conference with R. Fiedler re case status (.3).
06/20/23	Thad W. Davis, P.C.	4.30	Telephone conference with UCC advisors re tax modeling and exit structures (.7); review and draft correspondence re same (.8); research same;(2.1); review and revise asset purchase agreement (.7).
06/20/23	Ross J. Fiedler	0.50	Telephone conference with J. Black, K&E team, Company, and Alix re tax considerations.
06/21/23	Thad W. Davis, P.C.	1.80	Review, analyze diligence materials re tax attributes (1.1); review and draft correspondence re same (.5); telephone conference with R. Fiedler re same (.2).
06/21/23	Zak Piech	0.20	Conference with Company re status of current tax matters.
06/22/23	Thad W. Davis, P.C.	0.30	Review and draft correspondence re tax modeling.
06/22/23	Zak Piech	1.10	Analyze issue re classification of perpetuation tax (.5); telephone conference with J. Black re same (.1); correspond with O. Acuna, K&E team re same (.5).
06/25/23	Thad W. Davis, P.C.	1.00	Review and draft correspondence re asset purchase agreement (.8); telephone conference with J. Yeh re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/23	Thad W. Davis, P.C.	1.40	Telephone conference with Company and Deloitte re tax modeling (.8); review and draft correspondence re same (.6).
06/28/23	Thad W. Davis, P.C.	2.70	Telephone conference with Company re tax refunds and claims (.5); review and draft correspondence re same (.4); review and revise plan and disclosure statement re same (1.4); telephone conference with J. Yeh re same (.4).
06/28/23	Zak Piech	0.50	Conference with C. Sterrett, K&E team, Company, Deloitte re outstanding tax issues.
06/28/23	Charles B. Sterrett	0.40	Conference with Company, Z. Piech, T. Davis re tax issues.
06/29/23	Thad W. Davis, P.C.	2.30	Review and revise tax section of disclosure statement (1.7); telephone conference with Company re tax claims (.4); telephone conference with N. Keller re same (.2).
06/29/23	Natalie Hoyer Keller	0.30	Telephone conference with T. Davis re tax matters.
06/29/23	Zak Piech	0.20	Telephone conference with Alix team re tax inquiry.
06/30/23	Thad W. Davis, P.C.	0.20	Review, analyze correspondence re tax claims.
Total		33.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082119
Client Matter: 53510-21

In the Matter of Case Administration

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 97,652.00

Total legal services rendered

\$ 97,652.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	3.40	995.00	3,383.00
Amy Barber	1.20	1,295.00	1,554.00
Jacob E. Black	1.30	885.00	1,150.50
Amy Donahue	11.70	480.00	5,616.00
Megan C. Feeney	2.30	735.00	1,690.50
Ross J. Fiedler	2.60	1,245.00	3,237.00
Julia R. Foster	38.30	480.00	18,384.00
Max M. Freedman	0.90	885.00	796.50
Rachel Golden	1.90	735.00	1,396.50
Jacqueline Hahn	17.20	325.00	5,590.00
Samantha Helgason	9.30	885.00	8,230.50
Noelle M. Howard	2.00	735.00	1,470.00
Lauren Iwasaki	1.00	1,155.00	1,155.00
Alexander Keane	1.40	995.00	1,393.00
Mike James Koch	0.70	735.00	514.50
Ben Kovach	0.50	735.00	367.50
Daniel Lewis, P.C.	2.30	1,695.00	3,898.50
Allison Lullo	0.70	1,410.00	987.00
Sarah R. Margolis	2.60	995.00	2,587.00
Chris Pavlovich	1.30	995.00	1,293.50
Zak Piech	2.50	735.00	1,837.50
Zak Read	2.80	735.00	2,058.00
Elizabeth M. Roberts	0.50	1,295.00	647.50
Tuba Sahiti	1.10	885.00	973.50
Michael A. Sloman	2.20	885.00	1,947.00
Noah Z. Sosnick	2.30	995.00	2,288.50
Charles B. Sterrett	6.00	1,155.00	6,930.00
Josh Sussberg, P.C.	0.70	2,045.00	1,431.50
Austin Vincenzini	1.00	885.00	885.00
Danielle Walker	1.00	325.00	325.00
Baya Yantren	6.40	985.00	6,304.00
Mary Catherine Young	6.80	735.00	4,998.00

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rachel Young	2.20	735.00	1,617.00
Tanzila Zomo	2.20	325.00	715.00
TOTALS	140.30		\$ 97,652.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Olivia Acuna	0.80	Revise work in process summary (.2); conference with R. Fiedler, K&E team re work in process (.6).
06/01/23	Jacob E. Black	0.40	Telephone conference with R. Fiedler and K&E team re critical workstreams, next steps.
06/01/23	Amy Donahue	1.40	Download and organize postpetition diligence documents from Intrasite into the DMS (.7); participate in conference with D. Hunter, K&E team re work in process (.7).
06/01/23	Megan C. Feeney	0.60	Correspond and conference with R. Fiedler, K&E Team re work in process.
06/01/23	Max M. Freedman	0.40	Conference with R. Fiedler, K&E team re work in process.
06/01/23	Rachel Golden	0.50	Conference with D. Hunter, K&E team re case updates.
06/01/23	Jacqueline Hahn	1.00	Participate in conference with D. Hunter, K&E team re work in process (.5); compile and circulate recently filed pleadings to K&E team (.5).
06/01/23	Samantha Helgason	1.10	Video conference with R. Fiedler, K&E team re work in process (.5); correspond with R. Fiedler re tracker for Company (.6).
06/01/23	Noelle M. Howard	0.50	Conference with D. Hunter, K&E team re work in process.
06/01/23	Alexander Keane	0.70	Prepare for telephone conference with R. Fiedler, K&E team re case status, next steps (.2); participate in same (.5).
06/01/23	Ben Kovach	0.50	Coordinate, manage workstreams.
06/01/23	Daniel Lewis, P.C.	1.00	Correspond and telephone conferences with P. Liskanich, K&E team re status of various workstreams.
06/01/23	Daniel Lewis, P.C.	1.30	Correspond with P. Liskanich, K&E team re status of workstreams.
06/01/23	Sarah R. Margolis	0.50	Conference with R. Fiedler, K&E team re work in process, case status.
06/01/23	Zak Piech	0.60	Conference with C. Sterrett, K&E team re work in process.
06/01/23	Zak Read	0.70	Conference with R. Fiedler, K&E team re critical workstreams, next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Tuba Sahiti	0.80	Prepare for telephone conference with D. Hunter, K&E team re work in process (.3); participate in same (.5).
06/01/23	Michael A. Sloman	0.70	Conference with R. Fiedler, K&E team re case status, next steps.
06/01/23	Noah Z. Sosnick	0.50	Conference with D. Hunter, K&E team re open items.
06/01/23	Charles B. Sterrett	1.60	Telephone conference and correspond with R. Fiedler, K&E team re deal status, critical workstreams (.6); conference with R. Fiedler, K&E team re same (1.0).
06/01/23	Mary Catherine Young	0.50	Revise case timeline (.3); revise work in process summary (.1); conference with R. Fiedler, K&E team re work in process (.1).
06/01/23	Rachel Young	0.60	Telephone conference with R. Fielder, K&E team re case updates (.5); revise summary re same (.1).
06/01/23	Tanzila Zomo	0.50	Telephone conference with D. Walker, K&E team re case status updates.
06/02/23	Amy Donahue	1.00	Download and organize new postpetition diligence documents from Intrasite into the DMS.
06/02/23	Josh Sussberg, P.C.	0.10	Correspond with company re CNBC story and review same.
06/04/23	Amy Donahue	0.50	Download and organize new postpetition diligence documents from Intrasite into DMS.
06/04/23	Julia R. Foster	0.90	Correspond with R. Fiedler and K&E team re 341 meeting logistics (.5); correspond with J. Hahn and T. Zomo re prep binders re same (.4).
06/05/23	Amy Barber	1.20	Review, analyze workstream summary.
06/05/23	Amy Donahue	0.20	Download and organize new postpetition diligence documents from Intrasite into the DMS.
06/05/23	Ross J. Fiedler	0.50	Correspond with C. Sterrett, K&E team, Cole Schotz team re scheduling, other case administration matters.
06/05/23	Julia R. Foster	0.40	Correspond with K&E conference center re June 6, 2023 hearing.
06/05/23	Jacqueline Hahn	0.50	Compile and circulate recently filed pleadings to K&E team.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Alexander Keane	0.70	Prepare for telephone conference with R. Fiedler and K&E team re process updates (.2); participate in same (.5).
06/05/23	Austin Vincenzini	0.20	Correspond with K&E team re case status.
06/06/23	Julia R. Foster	1.00	Coordinate pro hac payments re J. Sussberg pro hac (.5); coordinate conference rooms re June 16, 2023 auction (.5).
06/06/23	Allison Lullo	0.70	Conference with E. Geier, J. Kasulis, re case update.
06/06/23	Austin Vincenzini	0.20	Review, analyze correspondence re case updates.
06/07/23	Amy Donahue	1.30	Download and organize new postpetition diligence documents from Intrasite into DMS.
06/07/23	Julia R. Foster	1.00	Correspond with J. Hahn re docket update (.3); coordinate NJ Attorney registration for D. Hunter (.4); coordinate NJ Attorney registration for R. Fiedler (.3).
06/07/23	Jacqueline Hahn	0.50	Compile and circulate recently filed pleadings to K&E team.
06/07/23	Elizabeth M. Roberts	0.50	Participate in advisors check-in call.
06/07/23	Charles B. Sterrett	0.50	Telephone conference with R. Fiedler, Lazard, Alix re deal status, ongoing workstreams.
06/07/23	Austin Vincenzini	0.20	Review, analyze correspondence re case status.
06/07/23	Austin Vincenzini	0.20	Review, analyze correspondence re case status.
06/08/23	Olivia Acuna	0.90	Revise work in process summary(.6); conference with R. Fiedler, K&E team re work in process (.3).
06/08/23	Amy Donahue	0.70	Participate in conference with D. Hunter, K&E team re work in process (.2); download and organize new postpetition diligence documents from Intrasite into DMS (.5).
06/08/23	Megan C. Feeney	0.30	Correspond and telephone conference with R. Fielder, K&E team re work in process.
06/08/23	Jacqueline Hahn	1.00	Participate in conference with D. Hunter, K&E team re work in process (.5); compile and circulate recently filed pleadings to K&E team (.5).
06/08/23	Noelle M. Howard	0.30	Conference with R. Fiedler, K&E team re work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/23	Lauren Iwasaki	0.50	Telephone conference with D. Hunter, K&E team re work in process.
06/08/23	Sarah R. Margolis	0.30	Conference with R. Fiedler, K&E team re work status, case updates.
06/08/23	Chris Pavlovich	0.40	Telephone conference with R. Fiedler, C. Sterett, K&E team re work in process.
06/08/23	Zak Piech	0.40	Correspond with M.C. Young re work in process summary (.1); conference with R. Fiedler, K&E team re work in process (.3).
06/08/23	Zak Read	0.30	Conference with R. Fiedler, K&E team re case status, critical workstreams.
06/08/23	Tuba Sahiti	0.30	Participate in conference with D. Hunter, K&E team re work in process.
06/08/23	Michael A. Sloman	0.30	Conference with R. Fiedler, K&E team re case status, next steps.
06/08/23	Charles B. Sterrett	1.10	Telephone conference with R. Fiedler, K&E team re deal status, critical workstreams (.4); review, revise summary re same (.2); prepare re same (.5).
06/08/23	Danielle Walker	0.50	Participate in conference with D. Hunter, K&E team re work in process.
06/08/23	Baya Yantren	1.20	Review, analyze correspondences with K&E team re case status.
06/08/23	Rachel Young	0.30	Conference with R. Fiedler, K&E team re case updates.
06/08/23	Mary Catherine Young	2.60	Revise summary re work in process (.5); revise summary re recent filings (1.6); conference with R. Fiedler, K&E team re work in process (.5).
06/08/23	Tanzila Zomo	0.50	Telephone conference with J. Foster, K&E team re case status updates.
06/09/23	Amy Donahue	1.70	Download and organize new postpetition diligence document from Intrasite into DMS.
06/09/23	Jacqueline Hahn	0.40	Compile and circulate recently filed pleadings to K&E team.
06/09/23	Mary Catherine Young	0.30	Revise summary re recent filings.
06/11/23	Amy Donahue	0.70	Download and organize new postpetition diligence documents from Intrasite into DMS.
06/12/23	Olivia Acuna	0.20	Revise work in process tracker.
06/12/23	Jacqueline Hahn	0.50	Compile and circulate recently filed pleadings to K&E team.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Zak Piech	0.20	Correspond with M.C. Young re work in process summary.
06/12/23	Zak Read	0.30	Review, revise summary re critical workstreams, case status (.1); correspond with M. Young, K&E team re same (.1); conference with R. Fiedler, K&E team re same (.1).
06/12/23	Charles B. Sterrett	0.40	Review, revise work in process summary.
06/12/23	Mary Catherine Young	0.80	Revise work in process summary.
06/13/23	Olivia Acuna	0.40	Revise work in process tracker (.1); conference with R. Fiedler, K&E team re work in process (.3).
06/13/23	Jacob E. Black	0.30	Video conference with R. Fiedler and K&E team re critical workstreams, next steps.
06/13/23	Amy Donahue	0.70	Participate in conference with D. Hunter, K&E team re work in process (.3); download and organize new postpetition diligence documents from Intrasite into DMS (.4).
06/13/23	Megan C. Feeney	0.40	Correspond and telephone conference with R. Fiedler, K&E team re work in process.
06/13/23	Ross J. Fiedler	0.50	Correspond with Cole Schotz, D. Hunter, K&E team re hearing coordination, key dates and deadlines, and general case administration.
06/13/23	Julia R. Foster	1.70	Participate in conference with D. Hunter, K&E team re work in process (.4); correspond with R. Fiedler re June 14, 2023 hearing logistics (.4); coordinate calendar invites re June 27, 2023 hearing (.4); correspond with NY conference center re June 21, 2023 and June 26, 2023 auctions (.5).
06/13/23	Jacqueline Hahn	0.50	Compile and circulate recently filed pleadings to K&E team.
06/13/23	Noelle M. Howard	0.30	Conference with R. Fiedler, K&E team re work in process.
06/13/23	Lauren Iwasaki	0.50	Participate in conference with D. Hunter, K&E team re work in process.
06/13/23	Sarah R. Margolis	0.40	Office conference with R. Fiedler, K&E team re work in process.
06/13/23	Chris Pavlovich	0.40	Participate in conference with R. Fiedler, K&E team re work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/23	Zak Piech	0.30	Conference with R. Fiedler, K&E team re work in process.
06/13/23	Zak Read	0.30	Conference with R. Fiedler, K&E team re critical workstreams, case status.
06/13/23	Noah Z. Sosnick	0.50	Conference with D. Hunter, K&E team re status.
06/13/23	Charles B. Sterrett	0.30	Conference with R. Fiedler, K&E team re deal status, critical workstreams.
06/13/23	Austin Vincenzini	0.20	Review, analyze correspondence re status.
06/13/23	Rachel Young	0.30	Telephone conference with R. Fiedler, K&E team re case updates.
06/13/23	Mary Catherine Young	0.80	Revise work in process summary (.3); conference with R. Fiedler, K&E team re work in process (.5).
06/13/23	Tanzila Zomo	0.50	Telephone conference with J. Foster, K&E team re case status updates.
06/14/23	Amy Donahue	0.20	Download and organize new postpetition diligence documents from Intrasite into the DMS.
06/14/23	Julia R. Foster	0.40	Coordinate and compete NJ Attorney Fund registration for E. Geier.
06/14/23	Jacqueline Hahn	0.50	Compile and circulate recently filed pleadings to K&E team.
06/15/23	Amy Donahue	0.30	Download and organize new postpetition diligence documents from Intrasite into DMS.
06/15/23	Julia R. Foster	2.00	Correspond with M. Young, R. Fiedler and N. Sosnick re auction logistics (.8); correspond with NY Conference center re same (.7); compile recently filed pleadings (.5).
06/15/23	Jacqueline Hahn	0.50	Compile and circulate recently filed pleadings to K&E team..
06/15/23	Samantha Helgason	2.40	Review, revise weekly summary re filings (2.1); draft correspondence of same (.3).
06/15/23	Josh Sussberg, P.C.	0.10	Correspond re miscellaneous matters.
06/15/23	Tanzila Zomo	0.20	Compile and circulate recently updated pleadings to J. Foster, S. Helgason (.2).
06/16/23	Amy Donahue	0.20	Download and organize new postpetition diligence documents from Intrasite to DMS.
06/16/23	Julia R. Foster	0.40	Correspond with E. Geier and K&E team re auction logistics.

Legal Services for the Period Ending June 30, 2023
 Bed Bath and Beyond Inc.
 Case Administration

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Invoice Number: 1050082119
 Matter Number: 53510-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/23	Jacqueline Hahn	0.50	Compile and circulate recently filed pleadings to K&E team.
06/16/23	Samantha Helgason	1.10	Revise summary presentation re weekly filings.
06/19/23	Julia R. Foster	2.00	Correspond with D. Hunter and M. Young re June 21, 2023 auction logistics (.6); correspond with D. Hunter re June 26, 2023 auction logistics (.6); draft list of attendees re June 21, 2023 auction (.5); correspond with D. Hunter, K&E team re auction paralegal coverage (.3).
06/19/23	Samantha Helgason	0.20	Review, revise work in process tracker.
06/19/23	Zak Read	0.20	Review summary re critical workstreams, case status.
06/19/23	Michael A. Sloman	0.10	Revise work in process summary.
06/19/23	Mary Catherine Young	0.30	Revise work in process summary.
06/20/23	Amy Donahue	0.70	Download and organize new postpetition diligence documents from Intrasite into DMS (.2); participate in conference with D. Hunter, K&E team re work in process (.5).
06/20/23	Megan C. Feeney	0.50	Correspond and telephone conference with R. Fiedler, K&E team re work in process.
06/20/23	Julia R. Foster	5.40	Coordinate court reporter re June 21, 2023 auction (.9); correspond with N. Sosnick and K&E team re June 21, 2023 auction (.8); coordinate calendar invites re amended bidding procedures deadlines (.3); coordinate court reporter re June 26, 2023 auction (.4); prepare conference room assignments re June 21, 2023 auction (1.1); prepare materials and logistics re June 21, 2023 auction (1.9).
06/20/23	Julia R. Foster	0.50	Participate in conference with D. Hunter, K&E team re work in process.
06/20/23	Julia R. Foster	0.80	Correspond with NY Conference Center re June 21, 2023 auction attendees.
06/20/23	Max M. Freedman	0.50	Conference with R. Fiedler, K&E team re work in process.
06/20/23	Rachel Golden	0.50	Conference with R. Fiedler, K&E team re case updates.
06/20/23	Jacqueline Hahn	0.50	Compile and circulate recently filed pleadings to K&E team.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/23	Samantha Helgason	0.60	Review, revise works-in-process tracker (.1); conference with R. Fiedler, K&E team re work in process (.5).
06/20/23	Noelle M. Howard	0.50	Conference with R. Fiedler, K&E team re work in process.
06/20/23	Mike James Koch	0.30	Conference with R. Fiedler, K&E team re critical workstreams, work in process.
06/20/23	Sarah R. Margolis	0.60	Conference with R. Fiedler, K&E team re workstreams, case status.
06/20/23	Chris Pavlovich	0.50	Participate in conference with R. Fiedler, K&E team re work in process.
06/20/23	Zak Piech	0.50	Conference with C. Sterrett, K&E team re work in process.
06/20/23	Zak Read	0.40	Conference with R. Fiedler, K&E team re critical workstreams, case status, next steps.
06/20/23	Michael A. Sloman	0.40	Conference with R. Fiedler, K&E re case status, next steps.
06/20/23	Noah Z. Sosnick	0.80	Conference with D. Hunter, K&E team re status (.5); conference with R. Fiedler re same (.3).
06/20/23	Charles B. Sterrett	0.40	Telephone conference with R. Fiedler, K&E team re deal status, critical workstreams.
06/20/23	Danielle Walker	0.50	Participate in conference with D. Hunter, K&E team re work in process.
06/20/23	Rachel Young	0.50	Conference with R. Fiedler, K&E team re case updates (.4); prepare for same (.1).
06/20/23	Mary Catherine Young	0.70	Revise work in process summary (.2); conference with R. Fiedler re same (.5).
06/21/23	Julia R. Foster	5.50	Correspond with K&E Conference Center re June 21, 2023 auction attendees (1.4); coordinate with M. Young and K&E team auction logistics re June 21, 2023 auction (1.7); correspond with NY Conference Center re June 26, 2023 auction (1.6); correspond with D. Walker, T. Zomo, J. Hahn and G. Meadow re June 26-30, 2023 auction logistics (.8).
06/21/23	Jacqueline Hahn	4.50	Participate and assist with June 21, 2023 auction (4.0); compile and circulate recently filed pleadings to K&E team (.5).
06/21/23	Sarah R. Margolis	0.50	Conference with F. Petrie, K&E team re work in process, updates.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/21/23	Baya Yantren	5.20	Participate in conference with D. Hunter, K&E team re next steps (.6); review, prepare key documents for disinterested directors (4.0); correspond to A. Lullo and L. Beran re same (.6).
06/22/23	Amy Donahue	0.20	Download and organize new postpetition diligence documents from Intrasite into DMS.
06/22/23	Julia R. Foster	2.10	Correspond with Veritext re court reporter logistics (.3); correspond with K&E Conference Center re June 26, 2023 auction (.8); correspond with K&E Conference Center re June 28, 2023 buybuy BABY auction (.5); prepare pro hac payment forms for J. Black (.5).
06/22/23	Jacqueline Hahn	0.50	Compile and circulate recently filed pleadings to K&E team.
06/22/23	Samantha Helgason	1.40	Review, analyze weekly filings for Board update (.8); revise weekly filing summary (.4); correspond with R. Fiedler re same (.2).
06/23/23	Amy Donahue	0.20	Download and organize new postpetition diligence documents from Intrasite into the DMS.
06/23/23	Julia R. Foster	2.60	Correspond with F. Yudkin and F. Pisano re docket contact information (.3); correspond with R. Fiedler and K&E lease team re June 26, 2023 auction logistics (1.4); correspond with NY Conference Center re same (.9).
06/23/23	Jacqueline Hahn	1.50	Compile and circulate recently filed pleadings to K&E team (.8); compile and circulate recently filed objections (.7).
06/23/23	Samantha Helgason	0.60	Review, revise weekly summary of filings (.4); correspond with Company re same (.2).
06/25/23	Ross J. Fiedler	0.50	Correspond with D. Hunter, K&E team, Cole Schotz team re key dates and deadlines, related issues.
06/25/23	Julia R. Foster	2.60	Correspond with R. Fiedler and K&E lease team re June 26, 2023 auction (.6); correspond with K&E Conference Center re same (.8); prepare conference room seating chart re June 26, 2023 auction (1.2).
06/25/23	Jacqueline Hahn	1.00	Compile and circulate recently filed objections.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/23	Samantha Helgason	0.10	Correspond with R. Fiedler re work in process.
06/25/23	Zak Read	0.10	Correspond with R. Fiedler re critical workstreams, status.
06/25/23	Charles B. Sterrett	0.60	Summarize current workstreams (.5); correspond with R. Fiedler re same (.1).
06/25/23	Josh Sussberg, P.C.	0.40	Telephone conference with E. Geier re status and motion to reconsider (.2); telephone conference with D. Hillman re same (.1); correspond re same (.1).
06/26/23	Amy Donahue	0.50	Download and organize new postpetition diligence documents from Intrasite into DMS.
06/26/23	Julia R. Foster	1.40	Draft pro hac application and certification ISO for M. Sloman (.4); prepare same for filing (.2); correspond with F. Yudkin and F. Pisano re filing (.2); coordinate logistics re June 28, 2023 auction (.4); correspond with A. Donahue, T. Zomo, D. Walker and J. Hahn re June 27, 2023 hearing lines (.2).
06/26/23	Rachel Golden	0.40	Conference with R. Fiedler, K&E team re case updates.
06/26/23	Jacqueline Hahn	2.00	Compile and circulate recently filed objections (1.0); compile and circulate recently filed pleadings to K&E team (1.0).
06/26/23	Tanzila Zomo	0.50	Telephone conference with J. Foster, K&E team re case status updates.
06/27/23	Olivia Acuna	0.30	Revise work in process summary.
06/27/23	Amy Donahue	0.20	Download and organize new postpetition diligence documents from Intrasite into DMS.
06/27/23	Ross J. Fiedler	0.50	Review, analyze key dates and deadlines in chapter 11 cases (.3); correspond with Cole Schotz re same, scheduling, and related issues (.2).
06/27/23	Julia R. Foster	7.60	Prepare hearing materials re June 27, 2023 hearing (1.1); coordinate June 28, 2023 auction logistics with M. Young and K&E team (.9); prepare materials for June 28, 2023 hearing (3.6); draft witness-exhibit list re June 28, 2023 hearing (.9); prepare exhibit re same (1.1).
06/27/23	Jacqueline Hahn	0.40	Compile and circulate recently filed pleadings to K&E team.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Olivia Acuna	0.20	Correspond with C. Sterrett, Kroll team re noticing.
06/28/23	Jacqueline Hahn	0.40	Compile and circulate recently filed pleadings to K&E team.
06/28/23	Samantha Helgason	0.20	Correspond with K&E team re weekly summary of filings.
06/29/23	Olivia Acuna	0.60	Revise work in process summary (.1); conference with R. Fiedler, K&E team re work in process (.5).
06/29/23	Jacob E. Black	0.60	Conference with M. Freedman and K&E team re critical workstreams, next steps.
06/29/23	Amy Donahue	0.50	Participate in conference with D. Hunter, K&E team re work in process.
06/29/23	Megan C. Feeney	0.50	Correspond and conference with R. Fiedler, K&E team re work in process.
06/29/23	Rachel Golden	0.50	Conference with C. Sterrett, K&E team re case updates.
06/29/23	Samantha Helgason	1.60	Conference with R. Fiedler, K&E team re work in process (.6); revise weekly summary re filings (1.0).
06/29/23	Noelle M. Howard	0.40	Conference with R. Fiedler, K&E team re work in process.
06/29/23	Mike James Koch	0.40	Conference with R. Fiedler, K&E team re critical workstreams, work in process.
06/29/23	Sarah R. Margolis	0.30	Conference with R. Fiedler, K&E team re work in process, case status.
06/29/23	Zak Piech	0.50	Conference with C. Sterrett, K&E team re work in process.
06/29/23	Zak Read	0.50	Conference with R. Fiedler, K&E team re critical workstreams, case status.
06/29/23	Michael A. Sloman	0.70	Conference with R. Fiedler, K&E team re case status, next steps.
06/29/23	Noah Z. Sosnick	0.50	Conference with D. Hunter, K&E team re status.
06/29/23	Charles B. Sterrett	1.10	Telephone conference with R. Fiedler, K&E team re deal status, critical workstreams (.5); prepare re same (.6).
06/29/23	Rachel Young	0.50	Telephone conference with R. Fiedler, K&E team re case updates.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/23	Mary Catherine Young	0.80	Revise work in process summary (.3); conference with R. Fiedler, K&E team re work in process (.5).
06/30/23	Amy Donahue	0.50	Download and organize new postpetition diligence documents from Intrasite into DMS.
06/30/23	Ross J. Fiedler	0.60	Correspond with F. Yudkin, K&E team, and Cole Schotz team re key case dates and deadlines (.4); analyze issues re same (.2).
06/30/23	Jacqueline Hahn	0.50	Compile and circulate recently filed pleadings to K&E team.
06/30/23	Josh Sussberg, P.C.	0.10	Correspond with H. Etlin re status.
Total		140.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082120
Client Matter: 53510-22

In the Matter of Retention – K&E

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 98,160.00

Total legal services rendered

\$ 98,160.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	24.30	995.00	24,178.50
Mac A. Bank	1.90	885.00	1,681.50
Megan C. Feeney	5.50	735.00	4,042.50
Ross J. Fiedler	3.30	1,245.00	4,108.50
Max M. Freedman	1.10	885.00	973.50
Emily Geier, P.C.	1.90	1,495.00	2,840.50
Rachel Golden	8.40	735.00	6,174.00
Susan D. Golden	1.30	1,475.00	1,917.50
Samantha Helgason	2.60	885.00	2,301.00
Noelle M. Howard	6.10	735.00	4,483.50
Mike James Koch	3.30	735.00	2,425.50
Sarah R. Margolis	3.20	995.00	3,184.00
Chris Pavlovich	3.70	995.00	3,681.50
Zak Piech	16.40	735.00	12,054.00
Zak Read	3.60	735.00	2,646.00
Gelareh Sharafi	2.40	735.00	1,764.00
Michael A. Sloman	2.40	885.00	2,124.00
Noah Z. Sosnick	0.80	995.00	796.00
Charles B. Sterrett	7.10	1,155.00	8,200.50
Josh Sussberg, P.C.	0.10	2,045.00	204.50
Mary Catherine Young	3.50	735.00	2,572.50
Rachel Young	7.90	735.00	5,806.50
TOTALS	110.80		\$ 98,160.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Olivia Acuna	0.20	Correspond with M. Young re U.S. Trustee comments to K&E retention application.
06/05/23	Olivia Acuna	1.10	Review, revise invoice re privilege and confidentiality considerations.
06/06/23	Olivia Acuna	1.20	Review, revise invoice re privilege and confidentiality considerations (.9); correspond with R. Fiedler, K&E team re same (.3).
06/06/23	Ross J. Fiedler	0.40	Correspond with O. Acuna, K&E team re invoice re privilege and confidentiality considerations.
06/06/23	Zak Read	0.30	Review, revise invoice re privilege, confidentiality considerations.
06/07/23	Olivia Acuna	0.20	Correspond with G. Sharafi, Z. Read re K&E invoice.
06/07/23	Zak Read	2.70	Review, revise invoice re privilege, confidentiality (2.6); correspond with O. Acuna re same (.1).
06/07/23	Gelareh Sharafi	2.40	Review, revise invoice re privilege and confidentiality considerations.
06/07/23	Charles B. Sterrett	0.40	Correspond with O. Acuna re fee application, related issues.
06/08/23	Olivia Acuna	0.80	Conference with R. Young re K&E invoice (.1); correspond with R. Fiedler, K&E team re same (.3); analyze invoice (.4).
06/08/23	Mike James Koch	2.10	Review, revise K&E monthly fee statement re confidentiality, privilege considerations.
06/08/23	Zak Read	0.60	Review, revise fee statement re confidentiality, privilege considerations (.4); correspond with S. Margolis re same (.1); correspond with O. Acuna, K&E team re same (.1).
06/08/23	Mary Catherine Young	1.90	Review, revise invoice re confidentiality considerations.
06/09/23	Olivia Acuna	0.70	Review K&E invoice re confidentiality.
06/09/23	Megan C. Feeney	1.20	Review, revise invoice re privilege and confidentiality considerations.
06/09/23	Rachel Golden	1.50	Review, revise invoice re privilege and confidentiality considerations.

Legal Services for the Period Ending June 30, 2023
 Bed Bath and Beyond Inc.
 Retention – K&E

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Invoice Number: 1050082120
 Matter Number: 53510-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/23	Noelle M. Howard	6.10	Review, revise invoice re privilege and confidentiality considerations.
06/09/23	Zak Piech	5.10	Review, revise invoice re privilege and confidentiality considerations.
06/09/23	Rachel Young	1.60	Review, revise invoice re privilege, confidentiality considerations.
06/09/23	Mary Catherine Young	1.10	Review, revise invoice re confidentiality considerations.
06/10/23	Olivia Acuna	0.40	Correspond with M. Feeney re invoice.
06/10/23	Megan C. Feeney	4.00	Review, revise invoice re privilege and confidentiality considerations (3.8); correspond with O. Acuna re same (.2).
06/10/23	Rachel Golden	6.90	Review K&E invoice re privilege and confidentiality considerations (3.8); revise same (3.0); correspond with N. Sosnick re same (.1).
06/10/23	Mike James Koch	1.20	Correspond with O. Acuna re invoice (.1); review, revise K&E invoice re privilege, confidentiality considerations (1.1).
06/10/23	Rachel Young	6.30	Review, revise K&E invoice re privilege and confidentiality considerations.
06/12/23	Olivia Acuna	0.50	Review, revise invoice re privilege and confidentiality considerations.
06/13/23	Olivia Acuna	0.70	Review, revise invoice re privilege and confidentiality considerations.
06/13/23	Mac A. Bank	0.80	Review, revise April invoice re privilege, confidentiality considerations (.7); correspond with O. Acuna re same (.1).
06/13/23	Michael A. Sloman	0.50	Review, revise invoice re privilege and confidentiality considerations.
06/14/23	Olivia Acuna	1.00	Correspond with C. Sterrett, K&E team re K&E invoice (.4); analyze K&E invoice (.6).
06/14/23	Max M. Freedman	0.40	Review, revise invoice re privilege and confidentiality.
06/14/23	Samantha Helgason	0.70	Review, revise invoice re privilege and confidentiality considerations.
06/14/23	Sarah R. Margolis	1.00	Review, revise K&E invoice re privilege, confidentiality (.5); telephone conference with O. Acuna re guidelines, rules re K&E fee statement (.3); correspond with O. Acuna re same (.2).

Legal Services for the Period Ending June 30, 2023
 Bed Bath and Beyond Inc.
 Retention – K&E

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Invoice Number: 1050082120
 Matter Number: 53510-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/14/23	Chris Pavlovich	0.90	Review, revise invoice re privilege and confidentiality considerations.
06/16/23	Olivia Acuna	0.50	Review, revise invoice re privilege and confidentiality considerations.
06/18/23	Mac A. Bank	0.70	Review, revise May invoice re privilege, confidentiality considerations.
06/19/23	Olivia Acuna	0.80	Correspond with C. Sterrett, K&E team re invoice review (.3); review, revise invoice re privilege and confidentiality considerations (.5).
06/19/23	Mac A. Bank	0.30	Review, revise May invoice re privilege, confidentiality considerations.
06/19/23	Sarah R. Margolis	1.30	Review, revise K&E invoice re privilege and confidentiality issues.
06/19/23	Sarah R. Margolis	0.60	Review, revise K&E invoice re privilege, confidentiality issues (.5); correspond with N. Sosnick, O. Acuna re same (.1).
06/19/23	Michael A. Sloman	0.60	Review, revise K&E invoice re privilege and confidentiality.
06/20/23	Olivia Acuna	1.70	Review, revise invoice re privilege and confidentiality considerations.
06/20/23	Mac A. Bank	0.10	Correspond with O. Acuna, K&E team re May monthly fee statement.
06/20/23	Chris Pavlovich	1.00	Review, revise invoice re privilege and confidentiality considerations.
06/21/23	Olivia Acuna	0.30	Correspond with K&E team, C. Sterrett re April invoice.
06/21/23	Samantha Helgason	1.90	Review, revise invoice re privilege and confidentiality considerations.
06/21/23	Sarah R. Margolis	0.30	Review, revise K&E invoice re privilege, confidentiality issues (.2); correspond with N. Sosnick, O. Acuna re same (.1).
06/21/23	Chris Pavlovich	1.80	Review, revise invoice re privilege and confidentiality considerations.
06/21/23	Michael A. Sloman	1.30	Review, revise K&E invoice re privilege and confidentiality.
06/21/23	Noah Z. Sosnick	0.80	Review and revise invoice re privilege, confidentiality considerations.
06/22/23	Olivia Acuna	5.20	Analyze invoice re privilege and confidentiality considerations (3.9); revise re same (1.3).

Legal Services for the Period Ending June 30, 2023
 Bed Bath and Beyond Inc.
 Retention – K&E

Document Page 249 of 328

Invoice Number: 1050082120
 Matter Number: 53510-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/23	Ross J. Fiedler	0.50	Review, revise April invoice re privilege and confidentiality concerns.
06/22/23	Max M. Freedman	0.70	Review, revise invoice re privilege, confidentiality considerations.
06/23/23	Olivia Acuna	2.10	Telephone conference with Z. Piech re fee statement (.2); revise same (1.6); correspond with M. Young, M. Feeney re same (.3).
06/23/23	Megan C. Feeney	0.30	Research re K&E attorney information re fee statement.
06/23/23	Ross J. Fiedler	0.40	Review, finalize April fee statement (.2); correspond with O. Acuna, K&E team re same (.2).
06/23/23	Zak Piech	5.30	Draft K&E April fee statement (.8); research re precedent re same (.5) correspond with O. Acuna re same (.4); revise same (2.8); correspond with R. Fiedler, K&E team re revisions, filing of same (.8).
06/23/23	Charles B. Sterrett	0.90	Review K&E fee statement (.7); correspond with Z. Piech re same (.2).
06/23/23	Josh Sussberg, P.C.	0.10	Review and correspond re fee statement.
06/23/23	Mary Catherine Young	0.50	Correspond with Z. Piech re fee statement considerations.
06/26/23	Olivia Acuna	3.60	Review, revise invoice re privilege and confidentiality considerations.
06/26/23	Charles B. Sterrett	4.90	Review, analyze K&E invoice re confidentiality, privilege (3.9); revise re same (1.0).
06/27/23	Olivia Acuna	1.00	Review, revise invoice re privilege and confidentiality considerations (.8); correspond with R. Fiedler, C. Sterrett re same (.2).
06/28/23	Olivia Acuna	0.30	Correspond with R. Fiedler, C. Sterrett re K&E invoice.
06/28/23	Zak Piech	2.00	Revise May fee statement (1.3); correspond with R. Fiedler, K&E team re same (.2); further revise same (.5).
06/28/23	Charles B. Sterrett	0.90	Review, revise fee application, related materials (.8); correspond with Z. Piech, O. Acuna re same (.1).
06/29/23	Olivia Acuna	1.20	Correspond with R. Fiedler, Z. Piech, C. Sterrett re May fee statement (.3); review, revise invoice re privilege and confidentiality considerations (.9).

Legal Services for the Period Ending June 30, 2023

Invoice Number:

1050082120

Bed Bath and Beyond Inc.

Matter Number:

53510-22

Retention – K&E

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/23	Ross J. Fiedler	1.10	Review, revise K&E invoice re privilege and confidentiality concerns (.7); correspond with O. Acuna, K&E team re same (.4).
06/29/23	Zak Piech	0.70	Revise May fee statement (.5); correspond with O. Acuna, K&E team re same (.2).
06/30/23	Olivia Acuna	0.80	Review, revise invoice re privilege and confidentiality considerations.
06/30/23	Ross J. Fiedler	0.90	Correspond with Z. Piech, K&E team re fee application (.4); review, revise invoice re privilege and confidentiality concerns (.5).
06/30/23	Emily Geier, P.C.	1.90	Review, revise invoice for privilege (1.4); correspond with K&E team re same (.5).
06/30/23	Susan D. Golden	1.30	Review K&E monthly fee statement for privilege and confidentiality.
06/30/23	Zak Piech	3.30	Revise May fee statement (1.7); correspond with R. Fiedler, K&E team re same (.3); further revise same (1.3).
Total		110.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082121
Client Matter: 53510-23

In the Matter of Retention – Non-K&E

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 57,965.50

Total legal services rendered

\$ 57,965.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tamar Donikyan	0.70	1,945.00	1,361.50
Ross J. Fiedler	0.60	1,245.00	747.00
Rachel Golden	0.20	735.00	147.00
Mike James Koch	0.10	735.00	73.50
Sarah R. Margolis	24.50	995.00	24,377.50
Zak Piech	30.60	735.00	22,491.00
Zak Read	4.90	735.00	3,601.50
Gelareh Sharafi	0.10	735.00	73.50
Michael A. Sloman	0.60	885.00	531.00
Charles B. Sterrett	2.60	1,155.00	3,003.00
Mary Catherine Young	1.90	735.00	1,396.50
Tanzila Zomo	0.50	325.00	162.50
TOTALS	67.30		\$ 57,965.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Sarah R. Margolis	1.50	Review, analyze ordinary course professional declaration, questionnaires.
06/01/23	Zak Piech	0.70	Correspond with S. Margolis re filed ordinary course professional declarations (.1); draft, revise, supplemental notice of additional ordinary course professional (.6).
06/01/23	Zak Read	0.30	Correspond with S. Margolis re supplemental A&G retention declarations (.1); correspond with A&G re same (.1); correspond with Alix re same (.1).
06/01/23	Mary Catherine Young	0.20	Review correspondence re JLL retention application (.1); correspond with JLL team re same (.1).
06/02/23	Sarah R. Margolis	1.50	Correspond with Z. Piech re ordinary course professional supplemental declaration, order (.6); correspond with E. Geier re same (.1); review, analyze ordinary course professional declarations re same (.5); correspond with Cole Schotz re same (.2); correspond with ordinary course professional re same (.1).
06/02/23	Zak Piech	1.40	Revise ordinary course professional status summary re latest filings (1.1); correspond with S. Margolis, K&E team re same (.3).
06/02/23	Charles B. Sterrett	0.30	Review, analyze issues re ordinary course professional, non-K&E professional retention (.1); correspond with S. Margolis re same (.2).
06/03/23	Gelareh Sharafi	0.10	Correspond with Kroll team re parties in interest list.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Sarah R. Margolis	2.90	Review, revise Alix supplemental declaration (.4); correspond with C. Sterrett, Z. Read re same (.2); review, analyze U.S. Trustee comments re Alix retention (.5); correspond with Cole Schotz, Alix team re same (.4); correspond with Z. Read re same (.2); Zoom conference with Z. Read, K&E team, ordinary course professional workstream (.5); correspond with JLL re retention order (.1); correspond with Cole Schotz re same (.1); correspond with Kroll team re parties in interest list (.2); correspond with M. Young re A&G retention order (.1); correspond with ordinary course professional re ordinary course professional declaration and notice (.2).
06/05/23	Zak Piech	0.50	Conference with S. Margolis, K&E team re ordinary course professional works in process (.3); analyze issues re same (.2).
06/05/23	Zak Read	2.30	Review supplemental declaration re Alix retention (.1); correspond with Alix re same (.1); correspond with S. Margolis, K&E team re same (.2); correspond with Cole Schotz re same (.1); review case law re same (.4); review U.S. Trustee comments re same (.6); correspond with S. Margolis, K&E team re same (.2); correspond with Cole Schotz re same (.1); correspond with Alix re same (.2); review, revise summary re retention applications (.2); correspond with S. Margolis, K&E team re same (.1).
06/06/23	Sarah R. Margolis	1.40	Telephone conference with re Alix retention (.1); correspond with Cole Schotz team re same (.1); correspond with Deloitte team re retention (.2); conference with U.S. Trustee, Alix team re U.S. Trustee comments re Alix retention (.5); review correspondence re same (.4); correspond with Z. Read re same (.1).
06/06/23	Zak Read	0.50	Correspond with S. Margolis re Alix retention (.2); review correspondence re same (.1); analyze case law re related considerations (.2).

Legal Services for the Period Ending June 30, 2023
 Bed Bath and Beyond Inc.
 Retention – Non-K&E

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Invoice Number: 1050082121
 Matter Number: 53510-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/23	Michael A. Sloman	0.50	Telephone conference with S. Margolis, Grant McCarthy team re Grant McCarthy retention (.2); correspond with Alix re same (.1); conference with S. Margolis re same (.2).
06/07/23	Sarah R. Margolis	0.50	Correspond with C. Sterrett Deloitte re ordinary course professional retention.
06/07/23	Zak Piech	0.30	Correspond with S. Margolis re ordinary course professional works in process.
06/07/23	Michael A. Sloman	0.10	Correspond with S. Margolis, Alix re Grant McCarthy retention.
06/08/23	Mike James Koch	0.10	Correspond with Z. Read, S. Margolis, K&E team re Lazard retention status.
06/08/23	Sarah R. Margolis	0.80	Review, revise Lazard retention order (.3); correspond with Cole Schotz team, Court re same (.1); correspond with Z. Piech re ordinary course professional supplemental declaration (.2); correspond with Deloitte re same (.1); correspond with R. Fiedler re same (.1).
06/08/23	Zak Piech	0.20	Correspond with S. Margolis re ordinary course professional supplemental declaration.
06/08/23	Zak Read	0.50	Correspond with S. Margolis, K&E team re non-K&E retention work in process (.2); update summary re same (.2); correspond with S. Margolis re Alix retention (.1).
06/09/23	Sarah R. Margolis	3.20	Review, revise ordinary course professional supplement list (.4); correspond with Deloitte re same (.3); correspond with C. Sterrett re same (.2); correspond with Z. Piech re same (.2); review, revise summary re same (.1); review, analyze Alix revised retention order (.5); correspond with Cole Schotz team re same (.2); correspond with Cole Schotz team re same (.2); correspond with M. Young re JLL supplemental declaration (.2); review correspondence from JLL re same (.2); review, analyze ordinary course professional declaration (.2); correspond with Cole Schotz team re same (.1); review, analyze prepetition issue re ordinary course professional (.2); correspond with ordinary course professional re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/23	Zak Piech	2.00	Draft supplemental notice of additional ordinary course professionals (.9); correspond with S. Margolis, K&E team re same (.3); revise summary re filed ordinary course professional declarations (.6); correspond with S. Margolis re same (.2).
06/09/23	Zak Read	0.70	Review, revise Alix retention order (.4); correspond with S. Margolis re same (.1); correspond with Alix re same (.1); correspond with U.S. Trustee re same (.1).
06/09/23	Mary Catherine Young	0.50	Correspond with S. Margolis re JLL supplemental declaration (.1); analyze considerations re same (.4).
06/10/23	Sarah R. Margolis	0.30	Review correspondence from ordinary course professional, C. Sterrett re claim (.1); correspond with AlixPartners re same (.2).
06/11/23	Sarah R. Margolis	0.30	Correspond with U.S. Trustee re Alix retention order (.1); review, revise same (.1); correspond with Z. Read, ordinary course professional re same (.1).
06/11/23	Zak Read	0.50	Review, analyze Alix retention order (.3); correspond with C. Sterrett, K&E team re same (.1); correspond with Cole Schotz team re same (.1).
06/11/23	Mary Catherine Young	0.70	Review, revise JLL supplemental declaration.
06/12/23	Sarah R. Margolis	0.30	Review, revise JLL supplemental declaration (.2); correspond with M. Young re same (.1).
06/12/23	Zak Piech	0.40	Revise summary of filed ordinary course professional filings.
06/12/23	Mary Catherine Young	0.20	Revise JLL declaration.
06/13/23	Zak Read	0.10	Correspond with C. Sterrett, K&E team, Cole Schotz team re Alix retention.
06/13/23	Mary Catherine Young	0.30	Correspond with S. Margolis, JLL team re JLL supplemental declaration.
06/14/23	Ross J. Fiedler	0.30	Prepare for hearing re Alix retention application.
06/14/23	Sarah R. Margolis	0.30	Correspond with Deloitte team re ordinary course professional (.1); correspond with Z. Piech re same (.1); correspond with Alix re same (.1).

Legal Services for the Period Ending June 30, 2023
 Bed Bath and Beyond Inc.
 Retention – Non-K&E

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Invoice Number: 1050082121
 Matter Number: 53510-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/14/23	Zak Piech	1.90	Research re precedent Deloitte ordinary course professional declarations (1.1); draft summary re same (.6); correspond with S. Margolis re same (.2).
06/15/23	Tamar Donikyan	0.70	Conference with Company re retainer salaries (.3); correspond with D. Hunter, K&E team on same (.4).
06/15/23	Sarah R. Margolis	0.30	Telephone conference with professional re prepetition claims.
06/16/23	Ross J. Fiedler	0.30	Correspond with S. Margolis, K&E team re ordinary course professional matters.
06/16/23	Sarah R. Margolis	2.00	Review, analyze ordinary course professional questionnaire and declarations (1.0); correspond with ordinary course professionals re same (.2); correspond with Z. Piech re same (.2); research ongoing cases re automatic stay issues re professional retention (.5); correspond with C. Sterrett re same (.1).
06/16/23	Zak Piech	1.90	Research re open litigation being addressed by proposed ordinary course professional (1.1); draft summary re same (.6); correspond with S. Margolis, C. Sterrett re same (.2).
06/16/23	Charles B. Sterrett	0.40	Review, analyze ordinary course professionals considerations (.3); correspond with Z. Piech, S. Margolis re same (.1).
06/19/23	Sarah R. Margolis	0.30	Correspond with Deloitte team re ordinary course professional status (.1); correspond with Sandler Travis & Rosenberg team re ordinary course professional status (.1); correspond with Z. Piech re same (.1).
06/19/23	Zak Piech	0.50	Analyze issues re ordinary course professional filings (.3); correspond with S. Margolis re same (.2).
06/20/23	Rachel Golden	0.20	Correspond with S. Margolis re claims and noticing agent order.

Legal Services for the Period Ending June 30, 2023
 Bed Bath and Beyond Inc.
 Retention – Non-K&E

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Invoice Number: 1050082121
 Matter Number: 53510-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/23	Sarah R. Margolis	1.90	Correspond with Z. Piech, ordinary course professional re prepetition expenses (.2); telephone conference with Alix re ordinary course professional list (.2); review, analyze ordinary course professional issues (.4); review, analyze precedent re prepetition ordinary course professional claims (.3); telephone conference with Cole Schotz team re same (.2); correspond with ordinary course professional re same (.1); correspond with R. Golden re Kroll expense (.1); correspond with Alix re same (.1); correspond with Cleary Gottlieb re same (.1); review, analyze case law re retainer (.2).
06/20/23	Zak Piech	3.10	Research re ordinary course professional prepetition claim issues (.9); telephone conference with S. Margolis, Cole Schotz team re same (.2); analyze issues re ordinary course professional engagement letters (1.8); draft summary re same (.2).
06/21/23	Sarah R. Margolis	0.90	Correspond with R. Fiedler, C. Sterrett re ordinary course professional issue (.2); correspond with Z. Piech re same (.2); draft summary re same (.4); review, analyze summary re same (.1).
06/21/23	Zak Piech	3.70	Research re ordinary course professional contingent fee issues (1.2); draft summary re same (.3); research re ordinary course professional prepetition claim issues (1.1); draft summary re ordinary course professional engagement letter considerations (.9); correspond with S. Margolis re same (.2).
06/22/23	Sarah R. Margolis	1.30	Correspond with Z. Piech re ordinary course professional issue (.3); telephone conference with Deloitte team re same (.5); telephone conference with Cole Schotz team re same (.5).
06/22/23	Zak Piech	3.20	Draft correspondence re outstanding ordinary course professional issues (.7); correspond with S. Margolis re same (.4); analyze issues re ordinary course professional draft declarations, questionnaires (.8); revise same for filing (.6); correspond with S. Margolis, K&E team, Cole Schotz team, Kroll team re same (.7).

Legal Services for the Period Ending June 30, 2023
 Bed Bath and Beyond Inc.
 Retention – Non-K&E

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Invoice Number: 1050082121
 Matter Number: 53510-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/23	Charles B. Sterrett	1.10	Review, analyze ordinary course professionals issues, considerations (.7); correspond with S. Margolis, K&E team re same (.4).
06/23/23	Sarah R. Margolis	0.50	Telephone conference with Deloitte team re ordinary course professional retention (.2); correspond with Z. Piech re same, ordinary course professional issues (.3).
06/23/23	Zak Piech	3.80	Revise summary of ordinary course professional filings (.2); draft Deloitte retention application (2.3); revise Deloitte ordinary course professional declaration, questionnaire for filing (.4); correspond with S. Margolis, Cole Schotz team, Kroll team re same (.2); correspond with Cleary Gottlieb team re filing of ordinary course professional declaration (.2); analyze issues re ordinary course professional declarations (.5).
06/25/23	Sarah R. Margolis	0.20	Correspond with ordinary course professional re declaration.
06/26/23	Sarah R. Margolis	0.30	Review, analyze ordinary course professional declaration (.2); correspond with Cole Schotz team re same (.1).
06/27/23	Sarah R. Margolis	1.00	Telephone conference with ordinary course professional re tax process, retention process (.3); correspond with Z. Piech re same (.2); review, analyze ordinary course professional declaration, questionnaire (.3); correspond with Pryor Cashman team re same (.2).
06/27/23	Zak Piech	0.60	Telephone conference with S. Margolis, AT Tax Advisory re ordinary course professional process (.2); draft summary re follow-ups for same (.4).
06/28/23	Sarah R. Margolis	0.90	Correspond with Z. Piech re ordinary course professional issues (.2); correspond with ordinary course professional re same (.4). review, analyze ordinary course professional issues (.3).
06/28/23	Sarah R. Margolis	1.60	Conference with Grant McCarthy team re prepetition claim (1.2); telephone conference with Grant McCarthy team re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Zak Piech	3.40	Draft ordinary course professional supplement (.6); correspond with S. Margolis re same (.3); revise re same (.2); revise summary of ordinary course professional issues (1.1); conference with S. Margolis, K&E team, Company, ordinary course professional advisor re retention and fee arrangement (1.2).
06/28/23	Charles B. Sterrett	0.80	Conference with S. Margolis, Company, Grant McCarthy team re prospective fee arrangement, post-petition services.
06/29/23	Sarah R. Margolis	0.30	Correspond with R. Fiedler re ordinary course professional issue (.1); review, analyze same (.2).
06/29/23	Zak Piech	0.60	Correspond with S. Margolis re ordinary course professional supplement (.2); research re precedent re same (.4).
06/30/23	Zak Piech	2.40	Correspond with S. Margolis, K&E team, Alix team re ordinary course professional payments (.5); telephone conference with AT tax advisory team, Cole Schotz team re ordinary course professional work (.2); draft summary re same (.4); research re precedent re same (1.1); correspond with S. Margolis, K&E team re same (.2).
06/30/23	Tanzila Zomo	0.50	Draft certificate of no objection re fee statement.
Total		67.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082122
Client Matter: 53510-24

In the Matter of Vendor Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 20,544.50

Total legal services rendered

\$ 20,544.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	0.80	995.00	796.00
Tamar Donikyan	0.70	1,945.00	1,361.50
Ross J. Fiedler	5.70	1,245.00	7,096.50
Rachel Golden	3.10	735.00	2,278.50
Noelle M. Howard	4.30	735.00	3,160.50
Sarah R. Margolis	4.80	995.00	4,776.00
Michael A. Sloman	0.80	885.00	708.00
Mary Catherine Young	0.50	735.00	367.50
TOTALS	20.70		\$ 20,544.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/23	Ross J. Fiedler	0.20	Correspond with Sama re vendor considerations.
06/06/23	Tamar Donikyan	0.70	Review, analyze vendor presentation (.3); draft disclaimers re same (.4).
06/06/23	Ross J. Fiedler	0.40	Correspond with O. Acuna, K&E team re vendor matters.
06/07/23	Noelle M. Howard	0.30	Correspond with vendor counsel re chapter 11 filing and claim status.
06/08/23	Rachel Golden	0.30	Correspond with Cole Schotz team re vendor outreach (.1); correspond with C. Sterrett, Alix team re same (.2).
06/08/23	Noelle M. Howard	4.00	Correspond with vendor counsel re chapter 11 filing and claim status (1.7); analyze considerations re same (2.3).
06/09/23	Rachel Golden	0.40	Correspond with Alix team re vendor inquiries (.2); correspond with C. Sterrett, vendor counsel re same (.2).
06/12/23	Olivia Acuna	0.20	Correspond with vendor re contract assumption/rejection.
06/12/23	Rachel Golden	0.20	Correspond with C. Sterrett re vendor inquiries.
06/12/23	Mary Catherine Young	0.30	Correspond with vendor re inquiry.
06/13/23	Ross J. Fiedler	0.70	Correspond with vendors, O. Acuna, K&E team, and Company re open vendor issues.
06/15/23	Ross J. Fiedler	0.80	Correspond with O. Acuna, K&E team, Alix team re vendor matters (.5); correspond with Company re same (.3).
06/15/23	Rachel Golden	0.20	Correspond with C. Sterrett re vendor inquiries (.1); review, analyze correspondence re same (.1).
06/16/23	Ross J. Fiedler	0.80	Review vendor matters (.3); correspond with creditor advisors, Company advisors re same (.5).
06/20/23	Ross J. Fiedler	1.00	Correspond with Company, Alix re vendor matters (.5); review, revise vendor consent stipulation re Sama (.5).
06/20/23	Rachel Golden	0.10	Correspond with Alix team re vendor inquiry.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/23	Sarah R. Margolis	0.40	Review, revise vendor stipulation (.2); correspond with R. Fiedler, E. Geier re same (.2).
06/21/23	Ross J. Fiedler	0.50	Correspond with S. Margolis, K&E team re vendor issues.
06/21/23	Rachel Golden	0.10	Correspond with Alix team re vendor inquiry.
06/21/23	Sarah R. Margolis	1.80	Review, revise vendor stipulation (1.2); correspond with Sama counsel re same (.1); telephone conference with J. Mairo re same (.1); correspond with company re same (.2); correspond with R. Fiedler re same (.2).
06/22/23	Ross J. Fiedler	0.50	Telephone conference with Fiserv re reserves, chargebacks.
06/22/23	Rachel Golden	1.40	Correspond with C. Sterrett re vendor inquiries (.1); correspond with Alix team re same (.1); telephone conference with Alix team re same (.5); review, analyze correspondence re same (.4); telephone conference with C. Sterrett re same (.3).
06/26/23	Sarah R. Margolis	0.10	Correspond with vendors, Company re vendor issue.
06/26/23	Michael A. Sloman	0.40	Correspond and telephone conference with C. Sterrett, S. Kim, Alix team re CorVel considerations.
06/27/23	Olivia Acuna	0.20	Correspond with N. Howard re vendor inquiry.
06/27/23	Rachel Golden	0.30	Correspond with vendor re inquiry (.2); correspond with C. Sterrett re same (.1).
06/27/23	Sarah R. Margolis	0.30	Review, analyze vendor issue.
06/28/23	Olivia Acuna	0.20	Correspond with vendor re agreement status.
06/28/23	Sarah R. Margolis	0.20	Correspond with vendor, Alix team re contract assumption (.1); review, analyze notice re same (.1).
06/28/23	Michael A. Sloman	0.40	Telephone conference with S. Toby re CorVel considerations (.2); correspond with Company re same (.2).
06/29/23	Olivia Acuna	0.20	Correspond with Alix team, N. Howard re vendor inquiries.
06/29/23	Rachel Golden	0.10	Correspond with Alix team re vendor inquiry.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/23	Sarah R. Margolis	1.00	Correspond with R. Fiedler re vendor motion (.2); review, analyze issue, contracts re same (.4); correspond with vendor counsel re assumption notice (.2); review, analyze contracts re same (.2).
06/29/23	Mary Catherine Young	0.20	Correspond with vendor re inquiry.
06/30/23	Ross J. Fiedler	0.80	Correspond with S. Margolis re Gotham motion to force assumption (.2); analyze same (.2); telephone conference with S. Margolis, Gotham team re same (.4).
06/30/23	Sarah R. Margolis	0.50	Telephone conference with vendor re motion to force assumption (.2); correspond with R. Fiedler re same (.2); telephone conference with R. Fiedler re same (.1).
06/30/23	Sarah R. Margolis	0.50	Telephone conference with counsel re Gotham motion (.3); telephone conference with R. Fiedler re same (.2).
Total		20.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082123
Client Matter: 53510-25

In the Matter of Litigation

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 561,176.00

Total legal services rendered

\$ 561,176.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Hunter Appler	18.00	475.00	8,550.00
Amie Marie Bauer	2.00	1,080.00	2,160.00
Lindsey Beran	17.20	1,415.00	24,338.00
Jacob E. Black	59.20	885.00	52,392.00
Janet Bustamante	35.00	395.00	13,825.00
Seth Cohen	11.10	985.00	10,933.50
Sydney Corry	9.60	985.00	9,456.00
Ross J. Fiedler	3.90	1,245.00	4,855.50
Patrick Forte	21.90	985.00	21,571.50
Julia R. Foster	0.80	480.00	384.00
Emily Geier, P.C.	39.80	1,495.00	59,501.00
Jacqueline Hahn	1.30	325.00	422.50
Richard U. S. Howell, P.C.	16.70	1,620.00	27,054.00
Jacquelyn M. Kasulis, P.C.	30.60	1,835.00	56,151.00
Jackson Kennedy	53.20	850.00	45,220.00
Mike James Koch	9.60	735.00	7,056.00
Library Business Research	0.50	445.00	222.50
Song Lin	45.00	515.00	23,175.00
Allison Lullo	40.10	1,410.00	56,541.00
Casey McGushin	15.40	1,415.00	21,791.00
Alex D. Pappas	4.20	985.00	4,137.00
Matt Pinkney	20.50	465.00	9,532.50
Zak Read	24.00	735.00	17,640.00
Chloe Reum	21.80	715.00	15,587.00
Christine Shang	11.20	1,215.00	13,608.00
Charles B. Sterrett	3.30	1,155.00	3,811.50
David G. Strecker	11.40	850.00	9,690.00
Josh Sussberg, P.C.	0.10	2,045.00	204.50
Baya Yantren	41.60	985.00	40,976.00
Tanzila Zomo	1.20	325.00	390.00
TOTALS	570.20		\$ 561,176.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Lindsey Beran	1.20	Telephone conference with vendor, Cole Schotz team re database set up, logistics and next steps (.5); review, analyze search term hit reports (.2); correspond with S. Lin K&E team re same (.1); review, analyze document collection process (.3); correspond with vendor, A. Lullo, S. Lin, K&E team re same (.1).
06/01/23	Emily Geier, P.C.	0.70	Correspond with Company, R. Fiedler, K&E team re litigation claims.
06/01/23	Jackson Kennedy	0.20	Review and analyze correspondence re fact development updates.
06/01/23	Allison Lullo	2.50	Conference with L. Beran, vendor re data collection (.5); correspond with L. Beran, S. Lin, and vendor re data collection and document review (2.0).
06/01/23	Christine Shang	0.10	Review, analyze preliminary agreement with UCC.
06/02/23	Lindsey Beran	1.00	Telephone conference with vendor, A. Lullo, K&E team re document collection, processing (.5); correspond with R. Jareck re contract document reviewers (.1); review, analyze communications, search term reports re document collection (.3); correspond with A. Lullo, K&E team re strategy and next steps (.1).
06/02/23	Richard U. S. Howell, P.C.	1.30	Review, analyze correspondence re open litigation issues (.4); review, analyze materials in preparation for upcoming hearing (.3); review, analyze materials re potential settlement (.3); telephone conference re open litigation issues (.3).
06/02/23	Song Lin	3.00	Review, compile client documents re document review (1.8); telephone conference with vendor, L. Beran, K&E team re same (.3); prepare for same (.9).
06/02/23	Allison Lullo	1.80	Conference with vendor, L. Beran and S. Lin re data collection and review (.3); correspond with vendor re document review (.5); correspond with L. Beran, K&E team re document collection and review (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/23	Richard U. S. Howell, P.C.	0.30	Telephone conference with C. McGushin re open litigation issues (.1); review, analyze materials re same (.2).
06/04/23	Lindsey Beran	0.10	Correspond with A. Lullo, S. Lin, Company re document review.
06/04/23	Song Lin	2.00	Compile, analyze client documents re document review (1.5); correspond with vendor and A. Lullo, K&E team re same (.5).
06/04/23	Allison Lullo	0.70	Correspond with L. Beran, K&E team re document review matters.
06/05/23	Lindsey Beran	2.00	Correspond with S. Lin, A. Lullo, K&E team re document review plan (.5); conference with S. Corry, K&E team re document review protocol (.5); prepare for same (.3); review, analyze document review protocols (.3); correspond with J. Kasulis, K&E team re same (.4).
06/05/23	Janet Bustamante	1.00	Review, analyze case background re upcoming document review (.4); review, compile documents into case-related databases (.6).
06/05/23	Sydney Corry	0.50	Telephone conference with L. Beran, K&E team re document review protocol.
06/05/23	Patrick Forte	0.80	Review, analyze document review protocol (.3); telephone conference with A. Lullo, L. Beran, K&E team, vendor re document review protocol (.5).
06/05/23	Emily Geier, P.C.	0.60	Telephone conference with outside counsel, lenders, UCC re claims and causes of action.
06/05/23	Jackson Kennedy	2.90	Telephone conference with B. Yantren re document collection and review (.6); correspond with A. Lullo re document review protocol (.2); telephone conference with A. Lullo, K&E team re document review protocol (.5); review, analyze documents re high hit-count documents (.6); correspond with A. Lullo, K&E team re same (.2); review, analyze complaint (.3); correspond with L. Beran re analysis of same (.2); correspond with L. Beran, K&E team re document review (.3).
06/05/23	Song Lin	3.60	Review, compile client documents for review (2.6); conference with A. Lullo, K&E team re case kickoff (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Allison Lullo	3.40	Conference with B. Yantren and L. Beran re document review (.5); prepare for same (.4) correspond with vendor, L. Beran re document review (1.0); telephone conference with L. Beran, K&E team re document review protocol (.5); prepare for same (1.0).
06/05/23	Christine Shang	0.10	Correspond with R. Fiedler, K&E team re DIP hearing.
06/05/23	Christine Shang	1.50	Analyze materials in preparation for attending upcoming DIP hearing.
06/05/23	Christine Shang	1.00	Prepare for DIP hearing.
06/05/23	David G. Strecker	1.40	Telephone conference with A. Lullo, K&E team, vendor re document review protocol (.5); telephone conference with A. Lullo, K&E team re document review process (.5); review, analyze provided documents re targeted searches (.4).
06/06/23	Lindsey Beran	2.30	Review, revise talking points (.3); correspond with J. Kasulis re strategy meeting (.5); telephone conference with C. Flaton, J. Foster, Company, Cole Schotz team, M. Young, K&E team re investigation (.5); telephone conference with vendor A. Lullo, K&E team re document review strategies (.5); conference with E. Geier, J. Kasulis, A. Lullo re investigation status (.5).
06/06/23	Janet Bustamante	2.00	Review, analyze case background (.7); review, compile documents into case-related databases (1.3).
06/06/23	Sydney Corry	0.80	Review, analyze documents re responsiveness to requests for information.
06/06/23	Patrick Forte	0.60	Review, analyze documents re relevance to investigative topics.
06/06/23	Emily Geier, P.C.	0.60	Conference with J. Kasulis, K&E team re litigation matters.
06/06/23	Richard U. S. Howell, P.C.	0.10	Correspond re open litigation issues.
06/06/23	Jacquelyn M. Kasulis, P.C.	1.10	Meet with K&E team re investigation status and legal strategy (.5); conference with E. Geier, K&E team re restructuring updates (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/23	Jackson Kennedy	2.30	Telephone conference with L. Beran, K&E team, vendor re document collection (.2); correspond with L. Beran, KE team re same (.2); review, analyze documents re responsiveness (1.9).
06/06/23	Song Lin	3.50	Review, compile client documents re document review (3.0); conference with vendor, A. Lullo, K&E team re employment technology assisted review (.5).
06/06/23	Allison Lullo	2.40	Correspond with L. Beran, K&E team re document review (.9); conference with J. Kasulis and L. Beran re matter strategy (.4); conference with J. Kasulis, L. Beran, re matter update (.5); conference with vendor, B. Yantren re document review (.6).
06/06/23	David G. Strecker	0.30	Attend conference re document review.
06/06/23	Baya Yantren	3.50	Telephone conference with Ankura re document review (.4); review, analyze key document chronology (2.1); review, analyze documents re same (1.0).
06/07/23	Lindsey Beran	0.30	Review, analyze potential key document (.2); correspond with A. Lullo, K&E team re same (.1).
06/07/23	Janet Bustamante	2.00	Review, analyze diligence re upcoming review projects (.8); review, compile documents into case-related databases (1.2).
06/07/23	Patrick Forte	2.00	Review, analyze documents for relevance re requests for information.
06/07/23	Jackson Kennedy	3.60	Review, analyze documents re quality control (1.3); draft replies to contract attorney reviewer questions (.4); correspond with A, Lullo, K&E team re relevant document coding (.3); review, analyze documents re same (1.4); review, analyze correspondence re document collection and review (.2).
06/07/23	Song Lin	3.30	Conference with B. Yantran, K&E team re review strategy (.5); coordinate with vendor, contract reviewers, A. Lullo, K&E team re same (.8); review, compile client documents for second level review (2.0).
06/07/23	Allison Lullo	1.20	Correspond with L. Beran, K&E team, vendors re document review matters.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/23	Alex D. Pappas	1.20	Review, analyze documents re pending litigation.
06/07/23	David G. Strecker	1.00	Review, analyze documents re pending litigation (.8); correspond with A. Pappas, K&E team re same (.2).
06/07/23	Baya Yantren	3.00	Review, analyze documents for quality control (1.6); correspond with K&E team re same (1.4).
06/08/23	Hunter Appler	0.50	Telephone conference with S. Lin re status of technology assisted review.
06/08/23	Hunter Appler	0.70	Review, analyze technology review workflow (.4); draft recommendations on optimization re same (.3).
06/08/23	Lindsey Beran	0.50	Correspond with A. Lullo re document review status (.4); draft review chronology re same (.1).
06/08/23	Richard U. S. Howell, P.C.	0.50	Telephone conference with C. McGushin and K&E team re open litigation issues (.3); review, analyze correspondence re same (.2).
06/08/23	Jackson Kennedy	1.50	Correspond with A. Lullo, K&E team re quality control document review (.3); review, analyze documents re same (.6); review, analyze correspondence re document coding (.2); draft replies to contract attorney reviewer questions (.4).
06/08/23	Song Lin	4.20	Conference with B. Yantren re review strategy (.4); correspond with vendor, contract reviewers, A. Lullo, K&E team re same (1.0); review, compile documents re second level review (2.8).
06/08/23	Allison Lullo	1.20	Review, analyze documents re responsiveness (.8); telephone conference with L. Beran re same (.4).
06/09/23	Hunter Appler	0.50	Telephone conference with A. Lullo, K&E team re technology assisted review workflow.
06/09/23	Hunter Appler	0.60	Telephone conference with D. Strecker, K&E team re relevancy review.
06/09/23	Hunter Appler	1.40	Review, analyze technology assisted review workflow performance.
06/09/23	Lindsey Beran	0.80	Correspond with S. Lin, H. Apple, A. Lullo, K&E team re document review plan (.5); correspond with A. Lullo, K&E team re issues identified in document tagging (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/23	Janet Bustamante	1.00	Review, analyze case background re upcoming projects (.3); review, compile documents into case-related databases (.7).
06/09/23	Patrick Forte	3.30	Review, analyze documents for relevance re requests for information.
06/09/23	Julia R. Foster	0.80	Draft removal action motion.
06/09/23	Jacquelyn M. Kasulis, P.C.	4.40	Review and analyze chronology and key documents (3.5); review proposed talking points (.3); review, revise presentation re litigation considerations (.6).
06/09/23	Jackson Kennedy	4.90	Telephone conference with A. Lullo, K&E team, vendor re document review (.5); telephone conference with D. Strecker re same (.1); review, analyze documents re quality control (1.8); review, analyze documents re CAL model (2.5).
06/09/23	Song Lin	3.80	Conference with A. Lullo, K&E team re document review (.6); correspond with vendor, contract reviewers, A. Lullo, K&E team re same (1.2); review, analyze client data re email collection status (2.0).
06/09/23	Allison Lullo	1.50	Conference with H. Appler, S. Lin, L. Beran, and B. Yantren re second level document review workflow (.8); correspond with L. Beran, K&E team, vendor re document review matters (.7).
06/09/23	Alex D. Pappas	0.80	Review, analyze documents re responsiveness and privilege.
06/09/23	Zak Read	0.30	Review, analyze settlement agreement re maritime claims.
06/09/23	Baya Yantren	2.00	Analyze document review organization, (1.5); telephone conference with Legalpeople re document review (.5).
06/10/23	Ross J. Fiedler	0.60	Review, revise settlement agreement (.5); correspond with Z. Read re same (.1).
06/10/23	Baya Yantren	2.00	Review, analyze technology assisted review documents (1.0); review, analyze quality control batches (1.0).
06/12/23	Hunter Appler	0.50	Review, analyze document sample re richness (.3); correspond with A. Lullo, K&E team re same (.2).
06/12/23	Amie Marie Bauer	0.20	Correspond with R. Fiedler, K&E team re DIP hearing litigation needs.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Lindsey Beran	0.90	Correspond with A. Lullo re matter updates and tasks (.3); correspond with E. Geier re status of unsecured creditors committee meetings (.3); correspond with A. Lullo, J. Kasulis re status update, meeting talking points (.3).
06/12/23	Janet Bustamante	2.00	Review, analyze attorney document requests re fact development work (.7); review, compile documents into case-related databases (1.3).
06/12/23	Sydney Corry	1.30	Review, analyze documents re key terms.
06/12/23	Patrick Forte	0.40	Conference with J. Bustamante re document chronology revisions (.2); conference with D. Strecker re same (.2).
06/12/23	Richard U. S. Howell, P.C.	0.60	Correspond re additional discovery and related issues following appointment of ad hoc committee (.2); review, analyze correspondence re same (.4).
06/12/23	Jackson Kennedy	1.70	Review, analyze documents re CAL model (.3); review, analyze documents re quality control, tagging (1.2); correspond with A. Lullo, K&E team re same (.2).
06/12/23	Song Lin	1.80	Review, compile client documents for review (1.4); correspond with A. Lullo, K&E team re key documents identification (.4).
06/12/23	Allison Lullo	0.60	Review, analyze document review issues.
06/12/23	Zak Read	3.30	Draft 9019 settlement motion (2.7); correspond with J. Foster re same (.1); review, analyze case law re same (.4); correspond with R. Fiedler re same (.1).
06/12/23	David G. Strecker	0.50	Correspond with L. Beran, K&E team re ongoing document review.
06/12/23	Baya Yantren	3.00	Review, analyze documents re TAR model (1.0); review, analyze documents for quality control (.9); review, analyze document review and related correspondence (1.1).
06/12/23	Tanzila Zomo	1.20	Review and revise 9019 motion (.5); review and revise order re same (.7).
06/13/23	Hunter Appler	1.90	Review, analyze status re technology assisted review workflow.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/23	Lindsey Beran	0.50	Conference with A. Lullo, J. Kasulis re investigation status and updates (.2); conference with C. Flaton, J. Foster, P. Corrie re weekly updates, upcoming steps (.3).
06/13/23	Janet Bustamante	2.00	Correspond with A. Lullo, K&E team re document requests (.3); review, compile documents into case-related databases (1.7).
06/13/23	Ross J. Fiedler	0.30	Correspond with Company, Company advisors, and creditor advisors re pending litigation (.3).
06/13/23	Emily Geier, P.C.	0.60	Conference with L. Beran, K&E team re litigation matters.
06/13/23	Richard U. S. Howell, P.C.	0.80	Review, analyze correspondence re open litigation issues in advance of hearing.
06/13/23	Jacquelyn M. Kasulis, P.C.	3.10	Review, analyze document chronology and supporting documents.
06/13/23	Jackson Kennedy	0.70	Review, analyze correspondence re quality control document review (.2); correspond with A. Lullo, K&E team re same (.2); research re litigation issues (.3).
06/13/23	Song Lin	2.10	Review, compile client documents for review (1.7); correspond with B. Yantren re responsive and key documents quality control (.4).
06/13/23	Allison Lullo	2.30	Conference with J. Kasulis and L. Beran re matter strategy (.5); conference with J. Kasulis, L. Beran, and directors re matter next steps (.6); draft talking points(.7); correspond with L. Beran, K&E team re document review (.5).
06/13/23	David G. Strecker	0.60	Correspond with L. Beran, K&E team re document review.
06/13/23	Baya Yantren	4.00	Review, analyze key documents for key chronology (2.5); analyze coordination of document review process (1.5).
06/14/23	Hunter Appler	0.50	Research re batching of documents.
06/14/23	Lindsey Beran	0.50	Correspond with A. Lullo re document review, chronology.
06/14/23	Janet Bustamante	2.00	Review, analyze attorney document requests (.4); review, compile documents into case-related databases (1.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/14/23	Patrick Forte	2.00	Conference with D. Strecker re key document chronology (.3); review, analyze documents re relevance (1.7).
06/14/23	Emily Geier, P.C.	0.40	Correspond with R. Fiedler, K&E team re stay extension hearing.
06/14/23	Richard U. S. Howell, P.C.	0.90	Review, analyze materials re open litigation (.4); telephone conference re same (.2); review, analyze materials re tax considerations (.3).
06/14/23	Jackson Kennedy	5.40	Telephone conference with D. Strecker re key document review (.1); review, analyze documents re ongoing litigation (.3); correspond with L. Beran, K&E team re same (.3); draft updates re key document chronology (1.5); review, analyze documents re quality control review (3.2).
06/14/23	Song Lin	1.80	Coordinate preparation of client documents for review (1.4); correspond with B. Yantren re responsive and key documents quality control (.4).
06/14/23	Allison Lullo	2.30	Correspond with L. Beran, K&E team re key documents (.5); conference with L. Beran re document review matters (.5); analyze declarations (.8); review, analyze key documents (.5).
06/14/23	Christine Shang	4.50	Review, analyze declarations re DIP hearing (.7); draft direct examination outline re same (3.8).
06/14/23	David G. Strecker	1.70	Draft chronology protocol (.5); review, analyze key documents (1.2).
06/14/23	Baya Yantren	6.00	Review, analyze key document searches and incorporate in key document chronology (3.9); analyze quality control batches and incorporate key documents in document chronology (1.5); correspond re same (.6).
06/15/23	Hunter Appler	0.40	Draft searches re document review (.2); review, compile documents for review (.2).
06/15/23	Lindsey Beran	0.80	Correspond with C. McGushin and A. Lullo re document review database (.2); review, analyze ongoing workstreams re document review (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/23	Janet Bustamante	2.50	Review, analyze attorney document requests (.6); review, compile documents into case-related databases (1.3); draft chronology outline and related materials (.6).
06/15/23	Sydney Corry	2.50	Review, analyze responsive documents re privilege, confidentiality.
06/15/23	Patrick Forte	3.50	Review and analyze documents for relevance (1.1); draft key document summaries (2.4).
06/15/23	Emily Geier, P.C.	0.60	Correspond with client re securities litigation (.2); conference with client re same (.1); telephone conference with Cleary re same (.3).
06/15/23	Jackson Kennedy	6.30	Telephone conference with B. Yantren and D. Strecker re fact development talking points (.9); draft talking points re fact development analysis (2.4); review, analyze documents re quality control (2.4); correspond with A. Lullo, K&E team re draft talking points (.2); correspond with A. Lullo re same (.4).
06/15/23	Song Lin	1.80	Review, compile client documents for review (1.2); correspond with B. Yantren re responsive and key documents quality control (.6).
06/15/23	Song Lin	2.40	Conference with client re document collection (.5); review, compile client documents for review (1.4); correspond with B. Yantren re responsive and key documents quality control (.5).
06/15/23	Allison Lullo	1.50	Analyze first day declaration (.5); review chronology of key documents (1.0).
06/15/23	Alex D. Pappas	1.00	Review and analyze key documents re quality control.
06/15/23	David G. Strecker	3.00	Review documents (1.9); correspond with K&E team re same (.2); telephone conference with K&E team re document review talking points (.6); correspond with K&E team re draft talking points (.3).
06/15/23	Baya Yantren	5.00	Draft key document chronology (2.0); telephone conference with D. Strecker and J. Kennedy re talking points (.5); review, analyze key documents (1.0); review, analyze quality control batches (1.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/23	Hunter Appler	1.50	Research re batching of documents for review.
06/16/23	Lindsey Beran	1.10	Review, analyze initial draft of key document chronology (.9); correspond with A. Lullo re chronology updates (.2).
06/16/23	Janet Bustamante	2.00	Review, analyze attorney document requests for fact development work (.6); review, compile documents into case-related databases (1.4).
06/16/23	Ross J. Fiedler	0.50	Review ocean carrier litigation matters (.3); correspond with Huth Reynolds re same (.2).
06/16/23	Patrick Forte	0.30	Review, analyze documents re relevance to requests.
06/16/23	Emily Geier, P.C.	1.40	Correspond with interested party re diligence and discovery (.8); correspond with UCC re same (.6).
06/16/23	Jackson Kennedy	5.00	Review, analyze documents re quality control (1.5); correspond with A. Lullo, K&E team re same (.3); review, analyze key document chronology (.3); draft updates to key document chronology (2.9).
06/16/23	Mike James Koch	4.30	Draft removal extension motion (3.9); correspond with C. Sterrett re same (.4).
06/16/23	Allison Lullo	0.50	Review key document chronology.
06/16/23	Charles B. Sterrett	2.10	Review, revise motion re litigation removal period extension, related research (1.7); correspond with M. Koch re same (.4).
06/16/23	Baya Yantren	2.20	Review, analyze and key documents (1.2); revise same chronology (1.0).
06/17/23	Mike James Koch	0.50	Review, revise removal extension motion (.4); correspond with C. Sterrett, R. Fiedler re same (.1).
06/17/23	Casey McGushin	0.30	Telephone conference with ad hoc group re budget.
06/17/23	Charles B. Sterrett	0.60	Review, revise removal period extension motion (.5); correspond with M. Koch re same (.1).
06/19/23	Lindsey Beran	0.10	Correspond with A. Lullo, J. Kasulis re preparation for weekly call.
06/19/23	Ross J. Fiedler	0.90	Review, revise 9019 motion (.5); review, revise removal motion (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/23	Emily Geier, P.C.	0.20	Correspond with R. Fiedler, K&E team re removal motion.
06/19/23	Richard U. S. Howell, P.C.	0.40	Review, analyze correspondence re open litigation issues.
06/19/23	Jacquelyn M. Kasulis, P.C.	2.50	Review and analyze chronology and key documents.
06/19/23	Jackson Kennedy	3.80	Draft key document chronology (2.5); review, analyze key documents (.3); correspond with B. Yantren re same (.3); correspond with A. Lullo, K&E team re same (.2); correspond with J. Kasulis re key document chronology (.2); review, analyze correspondence re fact development (.3).
06/19/23	Mike James Koch	0.30	Correspond with C. Sterrett, R. Fiedler, Cole Schotz team, E. Geier, Proskauer team re removal extension motion (.2); review, revise re same (.1).
06/19/23	Song Lin	1.00	Review, compile client documents for review and fact development.
06/19/23	Allison Lullo	1.80	Review chronology re key documents.
06/19/23	Zak Read	2.00	Review, revise 9019 settlement motion (1.7); correspond with R. Fiedler re same (.1); correspond with E. Geier, K&E team re same (.1); correspond with Cole Schotz re same (.1).
06/19/23	Charles B. Sterrett	0.60	Review, revise removal motion re filing.
06/19/23	Baya Yantren	3.00	Review, analyze quality control batches (2.0); correspond with D. Hunter, K&E team re document review and key document review (1.0).
06/20/23	Hunter Appler	1.40	Review, analyze technology assisted review metrics (1.2); draft recommendations re next steps (.2).
06/20/23	Lindsey Beran	0.10	Correspond with A. Lullo re next steps in document review and witness preparation.
06/20/23	Janet Bustamante	1.00	Review, analyze attorney document requests for fact development work (.2); review, compile documents into case-related databases (.8).
06/20/23	Seth Cohen	0.50	Correspond with S. Chang, K&E team re motion to reconsider.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/23	Ross J. Fiedler	0.90	Telephone conference with Company, Company advisors, and creditor advisors re litigation (.5); review 9019 motion (.4).
06/20/23	Patrick Forte	2.70	Review, analyze documents for relevance (1.7); draft summaries of key documents (1.0).
06/20/23	Jacquelyn M. Kasulis, P.C.	4.50	Prepare for disinterested directors meeting (1.6); telephone conference with disinterested directors re investigation, updates (.3); review, analyze chronology and key documents (2.6).
06/20/23	Jackson Kennedy	3.00	Correspond with B. Yantren re key documents (.2); review, analyze key documents (.3); review, analyze correspondence re fact development (.2); conduct quality control document review (2.3).
06/20/23	Mike James Koch	0.60	Correspond with C. Sterrett, Proskauer, Cole Schotz teams re removal extension motion filing (.2); correspond with Company re same (.2); conference with C. Sterrett, Company re same (.2).
06/20/23	Song Lin	2.50	Review, compile client documents for review and fact development (1.5); analyze status of review and turn over report (1.0).
06/20/23	Allison Lullo	2.80	Review, analyze chronology of key documents (2.0); conference with J. Kasulis re directors meeting (.5); conference with J. Kasulis, directors re matter next steps (.3).
06/20/23	Zak Read	3.90	Review, revise 9019 settlement motion (1.9); correspond with R. Fiedler, K&E team re same (.2); correspond with Cole Schotz team re same (.1); correspond with Huth Reynolds re same (.1); draft declaration in support of same (1.3); review, analyze assumption motion (.3).
06/20/23	David G. Strecker	1.50	Review, analyze key documents (.8); draft chronology entries (.7).
06/20/23	Baya Yantren	2.00	Review, analyze quality control batches (1.5); corresponds re same (.5).
06/21/23	Hunter Appler	0.60	Research re target documents.
06/21/23	Hunter Appler	0.40	Review, compile documents for review.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/21/23	Lindsey Beran	1.40	Conference with A. Lullo re document review, witness interviews (.6); conference with A. Lullo, B. Yantren and D. Strecker re outstanding next steps for document review and witness interviews (.4); correspond with A. Lullo, K&E team re targeted documents searches and outstanding questions (.4).
06/21/23	Janet Bustamante	1.00	Review, analyze attorney document requests for fact development work (.3); review, compile documents into case-related databases (.7).
06/21/23	Seth Cohen	0.50	Correspond with S. Chang, K&E team re motion to reconsider.
06/21/23	Patrick Forte	1.30	Draft key document entries (.4); revise document chronology (.9).
06/21/23	Richard U. S. Howell, P.C.	0.50	Review, analyze correspondence re open litigation issues.
06/21/23	Jacquelyn M. Kasulis, P.C.	1.20	Review and analyze chronology and key documents.
06/21/23	Jackson Kennedy	5.70	Telephone conference with B. Yantren re fact development (.1); telephone conference with A. Lullo, K&E team re matter updates (.5); draft chart re significant documents (.6); correspond with B. Yantren re same (.3); review, analyze documents re quality control (2.9); revise key document chronology (1.3).
06/21/23	Song Lin	0.80	Review, compile client documents for review and fact development.
06/21/23	Allison Lullo	2.00	Conference with L. Beran re matter next steps (.5); telephone conference with L. Beran, B. Yantren, K&E team re key documents and document review (.5); review and analyze key document chronology (1.0).
06/21/23	Zak Read	2.30	Review, revise 9019 motion (1.4); draft application to shorten time for notice re same (.4); analyze declaration in support of same (.3); correspond with R. Fiedler re same (.2).
06/21/23	David G. Strecker	0.50	Telephone conference with A. Lullo, K&E team re talking points.
06/22/23	Hunter Appler	2.10	Draft search for target documents.
06/22/23	Hunter Appler	0.50	Review, compile documents re document review.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/23	Hunter Appler	1.00	Review, revise search terms re attorney request.
06/22/23	Janet Bustamante	1.00	Review, analyze attorney document requests for fact development work (.1); review, compile documents into case-related databases (.9).
06/22/23	Sydney Corry	0.80	Review, analyze responsive documents re quality control.
06/22/23	Ross J. Fiedler	0.50	Telephone conference with Huth Reynolds re OOCL.
06/22/23	Patrick Forte	1.30	Review and analyze documents re relevance.
06/22/23	Emily Geier, P.C.	0.40	Correspond with R. Fiedler, K&E team re UCC discovery request.
06/22/23	Richard U. S. Howell, P.C.	0.90	Prepare, review and analyze correspondence re potential litigation issues (.7); review, analyze recently filed docket materials (.2).
06/22/23	Jacquelyn M. Kasulis, P.C.	3.70	Conference with A. Lullo re investigation updates (.5); review investigation materials (3.2).
06/22/23	Jackson Kennedy	1.70	Correspond with vendor re document review status (.2); correspond with A. Lullo, K&E team re draft search terms (.6); compile documents to share with disinterested directors (.2); revise same (.3); correspond with B. Yantren re same (.2); review, analyze correspondence re matter updates (.2).
06/22/23	Song Lin	3.00	Review, compile client documents for review and fact development (2.1); review, analyze data re same (.2); correspond with vendor re document review (.7).
06/22/23	Allison Lullo	1.00	Review, analyze of key documents for directors.
06/22/23	Alex D. Pappas	1.20	Review, analyze key documents (.7); draft summary of key documents (.5).
06/22/23	Zak Read	0.70	Review, revise 9019 settlement motion (.2); draft summary re same (.2); correspond with S. Helgason, K&E team re same (.1); review correspondence re same (.2).
06/22/23	Chloe Reum	2.00	Review, analyze key document chronology and document review protocol.
06/22/23	Christine Shang	0.10	Review, analyze subpoena re rule 2004 examination.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/23	David G. Strecker	0.30	Correspond with A. Lullo, K&E team re data review.
06/23/23	Janet Bustamante	5.00	Review, analyze attorney document requests for fact development work (1.1); review, process documents into case-related databases (3.9).
06/23/23	Sydney Corry	1.10	Review, analyze key documents (.4); revise chronology report (.7).
06/23/23	Richard U. S. Howell, P.C.	0.60	Review, analyze correspondence re open litigation issues.
06/23/23	Jacquelyn M. Kasulis, P.C.	2.30	Review, analyze key documents for review by disinterested directors.
06/23/23	Jackson Kennedy	0.60	Correspond with A. Lullo, K&E team re key documents to send to disinterested directors (.3); correspond with L. Beran, K&E team re document review (.3).
06/23/23	Song Lin	3.60	Review, compile client documents for review and fact development.
06/23/23	Allison Lullo	2.30	Conference with R. Jarek re interviews (.2); review, revise key documents for directors (.9); review, analyze key document chronology (.9); conference with L. Beran re next steps (.3).
06/23/23	Zak Read	0.60	Review, revise 9019 settlement motion (.4); correspond with R. Fiedler re same (.1); review correspondence from Huth Reynolds re same (.1).
06/23/23	Chloe Reum	0.50	Review, analyze summary of key issues re skeleton slide deck.
06/24/23	Jacob E. Black	12.40	Draft objection to motion to reconsider DIP orders (3.9); research issues re same (3.8); further draft objection re same (3.7); correspond with K&E team re same (.4); video conference with R. Fiedler and N. Sosnick re same (.2); research issues re same (.4).
06/24/23	Emily Geier, P.C.	2.10	Correspond with R. Fiedler, K&E team re objection to potential pleading (1.1); research issues re same (.4); conference with Proskauer team re same (.3); correspond with DIP lenders, UCC re same (.3).
06/24/23	Allison Lullo	0.20	Correspond with L. Beran, K&E team re key documents binder.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/23	Baya Yantren	0.30	Correspond with A. Lullo, K&E team re review organization.
06/25/23	Amie Marie Bauer	0.50	Correspond with L. Beran, K&E team re bondholder's filing.
06/25/23	Amie Marie Bauer	0.20	Correspond with C. Shang re bondholder's filing, hearing logistics (.1); conference with C. Shang re same (.1).
06/25/23	Lindsey Beran	1.00	Review, analyze document review and interview preparation (.7); review, analyze chronology (.1); correspond with A. Lullo re open issues (.2).
06/25/23	Jacob E. Black	8.30	Draft objection to motion to reconsider (3.9); review, revise same (1.3); research issues re same (3.1).
06/25/23	Seth Cohen	4.00	Conference with A. Bauer, K&E team re motion to reconsider (.1); prepare for hearing re same (3.9).
06/25/23	Emily Geier, P.C.	6.70	Review, analyze motion to reconsider (.8); conference with C. McGushin, K&E team re same (1.1); conference with UCC re same (.2); conference with Proskauer team re same (.3); research issues re same (2.6); correspond with C. McGushin, K&E team, Alix team re preparation for same (1.7).
06/25/23	Allison Lullo	0.50	Review, analyze key documents binder.
06/25/23	Casey McGushin	1.90	Telephone conference with E. Geier and K&E team re potential motion to reconsider (.8); draft letter to A. Glenn related to confidentiality obligations (.6); revise same (.2); telephone conference with E. Geier, K&E team, Cole Schotz team re motion to reconsider (.3).
06/25/23	Christine Shang	0.10	Telephone conference with A. Bauer re upcoming hearing.
06/25/23	Christine Shang	0.10	Telephone conference with S. Cohen re upcoming hearing.
06/25/23	Christine Shang	0.60	Prepare for upcoming hearing.
06/25/23	Christine Shang	0.90	Telephone conference with C. McGushin, K&E team re upcoming hearing (.8); prepare for same (.1).
06/26/23	Hunter Appler	1.90	Draft search re target documents.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/23	Amie Marie Bauer	0.50	Telephone conference with C. McGushin, K&E team re hearing on motion to reconsider (.4); prepare for same (.1).
06/26/23	Amie Marie Bauer	0.10	Review, analyze motion to reconsider.
06/26/23	Amie Marie Bauer	0.40	Conference with Lazard re bondholder group's motion.
06/26/23	Amie Marie Bauer	0.10	Correspond with C. Shang re bondholder's filing.
06/26/23	Lindsey Beran	1.40	Review, analyze data collected by B. Yantren re targeted search terms, document review (.6); correspond with E. Geier re UCC status (.3); conference with A. Lullo re investigation (.5).
06/26/23	Jacob E. Black	15.20	Draft objection to motion to reconsider (3.9); video conference with D. Hunter and K&E team re same (.3); conference with R. Howell and K&E team re same (.7); conference with Proskauer and K&E team re same (.4); conference with N. Sosnick and K&E team re same (.5); conference with C. Schotz and K&E team re same (.8); conference with AlixPartners and K&E team re same (1.0); conference with Lazard and K&E team re same (.6); further draft, revise motion to reconsider post-petition financing orders (3.8); research issues re same (3.2).
06/26/23	Janet Bustamante	3.00	Review, analyze attorney document requests for fact development work (.3); review, compile documents reference re case chronology (.4); review, compile case-related material into the databases (2.3).
06/26/23	Seth Cohen	3.00	Conference with C. Shang, K&E team and Lazard re hearing (.4); prepare for hearing (2.6).
06/26/23	Patrick Forte	1.90	Review and analyze documents for relevance.
06/26/23	Emily Geier, P.C.	5.50	Correspond with Alix team re reconsideration hearing preparation (1.4); conference with Alix team re same (1.0); prepare for reconsideration hearing (3.1).
06/26/23	Jackson Kennedy	1.00	Telephone conference with A. Lullo, K&E team re fact development (.7); correspond with L. Beran, K&E team re investigation (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/23	Mike James Koch	1.00	Review, analyze objections re executory contracts, leases, bidding procedures (.8); correspond with M. Feeney, N. Sosnick, R. Fielder re same (.2).
06/26/23	Library Business Research	0.50	Research re public filings.
06/26/23	Song Lin	0.80	Review, compile client data re key document review.
06/26/23	Allison Lullo	4.30	Review, analyze chronology of key documents (3.0); correspond with J. Kennedy, K&E team re fact development (.6); conference with L. Beran re interviews (.7).
06/26/23	Casey McGushin	5.20	Telephone conference with client re response to motion for reconsideration (.4); telephone conference with Alix Partners and D. Hunter, K&E teams re response to motion for reconsideration (.7); review, revise response to motion for reconsideration (1.1); draft declaration in support of opposition to motion for reconsideration (.7); revise same (.6); telephone conference with J. Black, K&E team and Cole Schotz team re response to motion for reconsideration (.3); review, analyze motion for reconsideration and accompanying materials (1.4).
06/26/23	Matt Pinkney	7.00	Revise presentation re hearing (3.9); revise graphics re same (3.1).
06/26/23	Chloe Reum	13.00	Draft glossary for document review protocol (3.9); review, analyze key documents re slide deck (3.9); conference with B. Yantren re presentation (.5); draft slide deck (3.9); revise same (.8).
06/26/23	Christine Shang	0.70	Telephone conference with R. Howell, K&E team re hearing preparation.
06/26/23	Christine Shang	1.00	Prepare for upcoming hearing (.4); review and analyze K&E correspondence re motion for reconsideration and witness preparation (.6).
06/26/23	Christine Shang	0.40	Telephone conference with Lazard re reconsideration hearing attendance and preparation.
06/26/23	David G. Strecker	0.60	Telephone conference with A. Lullo, K&E team re witness interview logistics and targeted factual development searches.
06/27/23	Hunter Appler	1.00	Draft searches re target documents.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/27/23	Lindsey Beran	0.80	Review, analyze communications re interview scheduling (.2); correspond with Company re same (.6).
06/27/23	Jacob E. Black	18.00	Conference with Glenn Agre, Pachulski, Genova Burns, Cole Schotz, D. Hunter, K&E team re motion to reconsider (.2); conference with D. Hunter and K&E team re motion to reconsider, objection (.6); conference with AlixPartners, C. McGushin, K&E team re witness preparation, motion to reconsider (1.0); conference with C. McGushin, K&E team re same (1.1); draft talking points re motion to reconsider, objection (3.8); review, revise same (1.3); research issues re same (3.9); draft analyses re same (3.7); further research re same (2.4).
06/27/23	Janet Bustamante	3.00	Review, analyze attorney document requests for fact development work (.4); review, analyze case chronology (.3); review, compile documents reference (.3); review, compile case-related material into databases (2.0).
06/27/23	Seth Cohen	3.10	Prepare for reconsideration hearing (2.3); review, analyze first day transcripts re same (.8).
06/27/23	Ross J. Fiedler	0.20	Correspond with Huth Reynolds, J. Black, K&E team re shipping claims.
06/27/23	Emily Geier, P.C.	15.00	Prepare for hearing re motion for reconsideration (3.9); further prepare re same (2.7); prepare for trial on motion for reconsideration (3.9); further prepare re same (3.9); conference with D. Hillman re same (.3); conference with B. Sandler re same (.3).
06/27/23	Richard U. S. Howell, P.C.	9.50	Telephone conferences with various parties re trial preparation, witness preparation, and related issues (3.0); telephone conferences with various parties re trial issues with opposing counsel (.8); review materials in preparation for trial (3.6); prepare witness materials for trial (2.1).
06/27/23	Jacquelyn M. Kasulis, P.C.	0.50	Conference with A. Lullo re investigation developments.
06/27/23	Jackson Kennedy	0.20	Review and analyze correspondence re witness interviews.

Legal Services for the Period Ending June 30, 2023
 Bed Bath and Beyond Inc.
 Litigation

Document Page 288 of 328

Invoice Number: 1050082123
 Matter Number: 53510-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/27/23	Mike James Koch	2.10	Conference with D. Hunter, K&E team re motion for reconsideration trial preparation (.1); review, analyze case law, pleadings re same (1.7); draft summary re same (.2); correspond with J. Black, Z. Read re same (.1).
06/27/23	Allison Lullo	2.00	Correspond with L. Beran re interviews (.5); conference with B. Yantren re interviews (.4); conference with L. Beran, directors re matter next steps (.5); review key documents chronology (.6).
06/27/23	Casey McGushin	6.10	Review, revise objection to motion for reconsideration (1.4); review materials in preparation for witness prep session (1.6); revise direct examination (1.2); conference with witness re witness prep (1.0); correspond with E. Geier re hearing (.2); review, analyze documents re hearing on motion for reconsideration (.7).
06/27/23	Matt Pinkney	9.00	Revise slide deck re presentation (3.9); draft graphics re same (3.9); review, analyze issues re same (1.2).
06/27/23	Zak Read	7.30	Review, revise 9019 motion (.1); review, revise application to shorten time re same (.1); correspond with R. Fiedler re same (.1); conference with D. Hunter, K&E team re motion to reconsider objection (.1); conference with J. Black re same (.5); research, analyze case law re same (3.6); draft summary re same (2.6); correspond with D. Hunter, K&E team re same (.1); correspond with E. Geier, K&E team re same (.1).
06/27/23	Chloe Reum	0.80	Research, compile documents re interview outline.
06/27/23	Christine Shang	0.10	Review, analyze communication re Diesel and payment.
06/27/23	Baya Yantren	2.00	Conference with A. Lullo re matter management (.4); correspond with A. Lullo, K&E team re interview outlines (.4); review, analyze key document chronology (1.2).
06/28/23	Hunter Appler	0.60	Draft searches re target documents.
06/28/23	Jacob E. Black	5.30	Research issues re motion to reconsider (3.9); draft analysis re same (1.2); correspond with Z. Read and K&E team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Janet Bustamante	3.50	Review, analyze attorney document requests for fact development work (.6); review, compile case-related material into the databases (2.9).
06/28/23	Sydney Corry	2.60	Review, analyze document re responsiveness.
06/28/23	Patrick Forte	0.60	Review and analyze documents for relevance.
06/28/23	Emily Geier, P.C.	5.00	Prepare for motion for reconsideration trial (3.9); correspond and conference with D. Hillman re same (.7); conference with B. Sandler re same (.4).
06/28/23	Jackson Kennedy	2.20	Correspond with H. Appler re document collection (.2); review, analyze litigation documents (.5); review, analyze key document chronology (.3); review, analyze documents re quality control review (1.2).
06/28/23	Mike James Koch	0.80	Compile, prepare case law, summaries, talking points re motion to reconsider.
06/28/23	Casey McGushin	1.90	Review, analyze exhibits identified by AHG in preparation for hearing (1.3); participate in preparation call with witness (.4); correspond with R. Howell re hearing (.2).
06/28/23	Matt Pinkney	4.50	Revise graphics re slide deck (3.8); revise presentation re same (.7).
06/28/23	Zak Read	2.90	Research, analyze case law re motion to reconsider (1.7); draft summary re same (1.1); correspond with E. Geier, K&E team re same (.1).
06/28/23	Baya Yantren	0.60	Review, analyze documents re responsiveness (.4); correspond with C. Reum re deck (.2).
06/29/23	Lindsey Beran	0.20	Correspond with client re interviews.
06/29/23	Janet Bustamante	1.00	Review, analyze attorney document requests for fact development work in preparation for case presentation (.4); review, compile documents into case-related databases (.6).
06/29/23	Patrick Forte	1.20	Review, analyze documents re relevance.
06/29/23	Jacqueline Hahn	1.30	Draft motion to compel (.7); compile and circulate recently filed pleadings to K&E team (.6).
06/29/23	Jacquelyn M. Kasulis, P.C.	2.10	Prepare for witness interviews.
06/29/23	Jackson Kennedy	0.50	Review, analyze documents re quality control review.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/23	Allison Lullo	1.30	Conference with D. Strecker re matter next steps (.3); review, analyze issues re interviews (.5); revise readout deck (.5).
06/29/23	Zak Read	0.30	Review, revise 9019 motion (.2); correspond with R. Fiedler re same (.1).
06/29/23	Chloe Reum	2.00	Revise deck re reconsideration hearing (1.8); conference with B. Yantren re same (.2).
06/29/23	Josh Sussberg, P.C.	0.10	Correspond re motion to reconsider.
06/29/23	Baya Yantren	3.00	Telephone conference with C. Reum re slide deck (.2); correspond with A. Lullo, L. Beran re same (.3); review, analyze documents re quality control (2.5).
06/30/23	Lindsey Beran	0.20	Correspond with team re interview planning and preparation.
06/30/23	Richard U. S. Howell, P.C.	0.30	Review, analyze correspondence re open litigation issues.
06/30/23	Jacquelyn M. Kasulis, P.C.	5.20	Prepare for witness interviews (3.9); review, analyze issues re same (1.3).
06/30/23	Zak Read	0.30	Review, revise 9019 motion (.2); correspond with R. Fiedler re same (.1).
06/30/23	Zak Read	0.10	Correspond with R. Fiedler re 9019 motion.
06/30/23	Chloe Reum	3.50	Review, analyze quality control batches (2.4); revise key document chronology (1.1).
Total		570.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082124
Client Matter: 53510-26

In the Matter of Non-Working Travel

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 30,336.00

Total legal services rendered

\$ 30,336.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	1.10	995.00	1,094.50
Amie Marie Bauer	3.40	1,080.00	3,672.00
Ross J. Fiedler	2.00	1,245.00	2,490.00
Julia R. Foster	9.20	480.00	4,416.00
Emily Geier, P.C.	2.60	1,495.00	3,887.00
Richard U. S. Howell, P.C.	2.50	1,620.00	4,050.00
Mike James Koch	0.70	735.00	514.50
Georgia Meadow	1.40	325.00	455.00
Christine Shang	4.10	1,215.00	4,981.50
Noah Z. Sosnick	1.80	995.00	1,791.00
Josh Sussberg, P.C.	1.10	2,045.00	2,249.50
Mary Catherine Young	1.00	735.00	735.00
TOTALS	30.90		\$ 30,336.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Ross J. Fiedler	1.00	Travel from New York, NY to Newark, NJ for 341 meeting (.5) travel from Newark, NJ to New York, NY from 341 meeting (.5) (billed at half time).
06/13/23	Amie Marie Bauer	1.70	Travel from Chicago, IL to Newark, NJ for DIP hearing (billed at half time).
06/13/23	Christine Shang	2.40	Travel from Houston, TX to Newark, NJ for attendance at DIP hearing (billed at half time).
06/14/23	Olivia Acuna	1.10	Travel from New York, NY to Newark, NJ for DIP hearing (.5) (billed at half time); travel from Newark, NJ to New York, NY from DIP hearing (.6) (billed at half time).
06/14/23	Amie Marie Bauer	1.70	Travel from New York, NY to Chicago, IL from DIP hearing (billed at half time).
06/14/23	Ross J. Fiedler	1.00	Travel from New York, NY to Newark, NJ for court hearing (.5) (billed at half time); travel from Newark, NJ to New York, NY from court hearing (.5) (billed at half time).
06/14/23	Emily Geier, P.C.	0.90	Travel from New York, NY to Newark, NJ from New York, NY (.1) (billed at half time); travel from Newark, NJ to New York, NY re same (.8) (billed at half time).
06/14/23	Christine Shang	1.70	Travel from Newark, NJ to Houston, TX re DIP hearing (billed at half time).
06/14/23	Noah Z. Sosnick	0.80	Travel from New York, NY to Newark, NJ for DIP hearing (.4) (billed at half time); travel from Newark, NJ to New York, NY for DIP hearing (.4) (billed at half time).
06/25/23	Julia R. Foster	4.40	Travel from Chicago, IL to New York, NY (billed at half time).
06/27/23	Julia R. Foster	1.40	Travel from New York, NY to Newark, NJ for hearing (.8) (billed at half time); travel from Newark, NJ to New York, NY re same (.6) (billed at half time).
06/27/23	Emily Geier, P.C.	0.80	Travel from New York, NY to Newark, NJ re hearing (billed at half time).
06/27/23	Richard U. S. Howell, P.C.	1.00	Travel from Chicago, IL to New York, NY for trial on motion for reconsideration (billed at half time).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/27/23	Georgia Meadow	1.40	Travel from New York, NY to Newark, NJ (.8) (billed at half time); travel from Newark, NJ to New York, NY (.6) (billed at half time).
06/27/23	Noah Z. Sosnick	1.00	Travel from New York, NY to Newark, NJ re sale hearing (billed at half time).
06/27/23	Josh Sussberg, P.C.	0.60	Travel from Newark, NJ to New York, NY re DIP hearing (billed at half time).
06/27/23	Mary Catherine Young	1.00	Travel from New York, NY to Newark, NJ for Overstock sale hearing (.5) (billed at half time); travel from Newark, NJ to New York, NY re same (.5) (billed at half time).
06/28/23	Julia R. Foster	3.40	Travel from New York, NY to Newark, NJ (.4) (billed at half time); travel from Newark, NJ to New York, NY (.4) (billed at half time); travel from New York, NY to Chicago, IL (2.6) (billed at half time).
06/28/23	Emily Geier, P.C.	0.90	Travel from New York, NY to Newark, NJ for hearing. (billed at half time)
06/28/23	Mike James Koch	0.70	Travel from New York, NY to Newark, NJ to attend hearing (.4) (billed at half time); travel from Newark, NJ to New York, NY returning from hearing (.3) (billed at half time).
06/28/23	Josh Sussberg, P.C.	0.50	Travel to and from bankruptcy court re hearing on motion to reconsider (billed at half time).
06/30/23	Richard U. S. Howell, P.C.	1.50	Travel from New York, NY to Chicago, IL following hearing (billed at half time).
Total		30.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082125
Client Matter: 53510-28

In the Matter of Creditors' Committee Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 1,169.50

Total legal services rendered

\$ 1,169.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rachel Golden	0.20	735.00	147.00
Josh Sussberg, P.C.	0.50	2,045.00	1,022.50
TOTALS	0.70		\$ 1,169.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Rachel Golden	0.20	Correspond with Cole Schotz team re 341 conference (.1); correspond with Alix team re same (.1).
06/08/23	Josh Sussberg, P.C.	0.50	Telephone conference with ad hoc committee re case update.
Total		0.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082126
Client Matter: 53510-29

In the Matter of Employee and Labor Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 21,689.50

Total legal services rendered

\$ 21,689.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Matthew Antinossi	6.10	1,895.00	11,559.50
Wes Benter	3.30	1,245.00	4,108.50
Emily Geier, P.C.	0.50	1,495.00	747.50
Sooah Kim	6.00	735.00	4,410.00
Evangelia Podaras	0.30	1,405.00	421.50
Michael A. Sloman	0.50	885.00	442.50
TOTALS	16.70		\$ 21,689.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Matthew Antinossi	0.60	Review, analyze employee communications re employee benefit plan issues (.5); correspond with M. Sloman re same (.1).
06/01/23	Wes Benter	0.20	Review, analyze transition services agreement.
06/01/23	Michael A. Sloman	0.10	Review, analyze correspondence to Company employees re benefits.
06/04/23	Matthew Antinossi	0.10	Review, analyze correspondence from M. Sloman, K&E team re employee benefits issues.
06/05/23	Matthew Antinossi	0.40	Review, revise issues list re employee benefits issues (.3); correspond with S. Kim re same (.1).
06/05/23	Evangelia Podaras	0.10	Correspond with W. Benter re WARN notices.
06/07/23	Wes Benter	1.00	Participate in telephone conference re WARN obligations.
06/07/23	Evangelia Podaras	0.20	Conference with W. Benter re WARN Act considerations.
06/07/23	Michael A. Sloman	0.10	Correspond with R. Fiedler, Company re CorVel workers' compensation considerations.
06/13/23	Wes Benter	0.80	Analyze considerations re transition services agreement impact on employees.
06/15/23	Matthew Antinossi	0.20	Correspond with S. Kim and P. Deprima re employee benefits issues.
06/15/23	Wes Benter	1.30	Analyze considerations re transition services agreement impact on employees.
06/15/23	Sooah Kim	2.10	Review and analyze correspondence re 401(k) partial termination (.3); research and analyze 401(k) termination issues in bankruptcy (1.5); review and revise summary re plan termination issues (.3).
06/16/23	Matthew Antinossi	0.20	Correspond with P. Deprima re employee benefits issues.
06/19/23	Matthew Antinossi	1.20	Correspond with M. Sloman, K&E team and Company re benefit plan resolutions and issues (.2); correspond with S. Kim re same (.1); review and revise resolutions re same (.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/23	Sooah Kim	1.30	Review correspondence re board resolutions re benefit plan (.1); review board resolution documents re same (.3); draft board resolutions for plan terminations (.9).
06/20/23	Matthew Antinossi	0.20	Review correspondence from P. Deprima re employee benefits issues (.1); correspond with S. Kim re same (.1).
06/20/23	Sooah Kim	1.50	Review and analyze correspondence re 401(k) plan and COBRA issues (.2); research re 401(k) plan and COBRA issues (1.0); analyze and draft response to 401(k) plan and COBRA issues (.3).
06/23/23	Michael A. Sloman	0.30	Telephone conference with S. Toby re CorVel workers' compensation considerations.
06/24/23	Matthew Antinossi	2.00	Review and analyze employee benefits issues (.8); research re same (.6); correspond with S. Kim re same (.2); correspond with P. Deprima re same (.4).
06/24/23	Sooah Kim	0.90	Conference with M. Antinossi re health plan termination issues (.1); draft research summary (.2); research special enrollment period rules (.6).
06/26/23	Matthew Antinossi	0.20	Correspond with P. Deprima re employee benefits issues.
06/26/23	Sooah Kim	0.20	Review 401(k) funding issues.
06/29/23	Matthew Antinossi	1.00	Telephone conference with E. Geier re employee and benefits issues (.3); telephone conference with Company re same (.7).
06/29/23	Emily Geier, P.C.	0.50	Telephone conference with Company, M. Antinossi re employee plans.
Total		16.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 9, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050082127
Client Matter: 53510-30

In the Matter of Expenses

For expenses incurred through June 30, 2023
(see attached Description of Expenses for detail)

\$ 74,793.76

Total expenses incurred

\$ 74,793.76

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	122.50
Standard Copies or Prints	435.10
Color Copies or Prints	2,137.30
Local Transportation	706.84
Travel Expense	2,895.87
Airfare	4,344.71
Transportation to/from airport	1,988.73
Travel Meals	892.02
Other Travel Expenses	165.64
Court Reporter Fee/Deposition	2,664.20
Filing Fees	389.00
Other Court Costs and Fees	34,840.96
Outside Printing Services	16,586.21
Catering Expenses	448.00
Computer Database Research	765.00
Westlaw Research	1,360.22
LexisNexis Research	2,901.33
Overtime Transportation	335.60
Overtime Meals - Attorney	397.71
Document Services Overtime	107.50
Overnight Delivery - Hard	17.82
Computer Database Research - Soft	291.50
Total	\$ 74,793.76

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/12/23	Steve Toth - Steve Toth, Internet, Internet Service 06/12/2023	8.00
06/19/23	Steve Toth - Steve Toth, Internet, Client work. 06/19/2023	35.00
06/20/23	Olivia Acuna - Olivia Acuna, Internet, In flight wifi. 06/20/2023	9.50
06/20/23	Olivia Acuna - Olivia Acuna, Internet, In flight wifi. 06/20/2023	16.00
06/28/23	Steve Toth - Steve Toth, Internet, Client work. 06/28/2023	35.00
06/28/23	Steve Toth - Steve Toth, Internet, Client work. 06/28/2023	19.00
	Total	122.50

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/01/23	Standard Copies or Prints	15.00
06/01/23	Standard Copies or Prints	0.80
06/02/23	Standard Copies or Prints	0.40
06/05/23	Standard Copies or Prints	1.30
06/05/23	Standard Copies or Prints	2.00
06/06/23	Standard Copies or Prints	1.00
06/07/23	Standard Copies or Prints	6.20
06/08/23	Standard Copies or Prints	1.70
06/08/23	Standard Copies or Prints	12.70
06/09/23	Standard Copies or Prints	0.10
06/13/23	Standard Copies or Prints	8.00
06/13/23	Standard Copies or Prints	16.00
06/13/23	Standard Copies or Prints	9.30
06/14/23	Standard Copies or Prints	0.30
06/14/23	Standard Copies or Prints	7.70
06/14/23	Standard Copies or Prints	0.20
06/15/23	Standard Copies or Prints	0.20
06/16/23	Standard Copies or Prints	8.40
06/19/23	Standard Copies or Prints	0.10
06/20/23	Standard Copies or Prints	4.20
06/20/23	Standard Copies or Prints	0.60
06/20/23	Standard Copies or Prints	11.20
06/20/23	Standard Copies or Prints	18.00
06/21/23	Standard Copies or Prints	1.80
06/21/23	Standard Copies or Prints	3.60
06/21/23	Standard Copies or Prints	1.10
06/21/23	Standard Copies or Prints	24.00
06/21/23	Standard Copies or Prints	3.60
06/22/23	Standard Copies or Prints	1.20
06/22/23	Standard Copies or Prints	4.30
06/22/23	Standard Copies or Prints	0.60
06/22/23	Standard Copies or Prints	5.30
06/22/23	Standard Copies or Prints	3.80
06/22/23	Standard Copies or Prints	14.00

Legal Services for the Period Ending June 30, 2023

Invoice Number:

1050082127

Bed Bath and Beyond Inc.

Matter Number:

53510-30

Expenses

06/23/23	Standard Copies or Prints	3.10
06/24/23	Standard Copies or Prints	1.50
06/25/23	Standard Copies or Prints	4.30
06/26/23	Standard Copies or Prints	5.90
06/26/23	Standard Copies or Prints	9.00
06/26/23	Standard Copies or Prints	2.00
06/27/23	Standard Copies or Prints	40.50
06/27/23	Standard Copies or Prints	0.30
06/27/23	Standard Copies or Prints	4.70
06/27/23	Standard Copies or Prints	2.90
06/28/23	Standard Copies or Prints	9.00
06/28/23	Standard Copies or Prints	2.50
06/28/23	Standard Copies or Prints	67.70
06/28/23	Standard Copies or Prints	46.60
06/28/23	Standard Copies or Prints	21.00
06/28/23	Standard Copies or Prints	0.60
06/29/23	Standard Copies or Prints	14.00
06/29/23	Standard Copies or Prints	0.20
06/29/23	Standard Copies or Prints	0.10
06/29/23	Standard Copies or Prints	0.10
06/29/23	Standard Copies or Prints	10.40
	Total	435.10

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/01/23	Color Copies or Prints	7.70
06/02/23	Color Copies or Prints	4.40
06/07/23	Color Copies or Prints	17.05
06/08/23	Color Copies or Prints	46.20
06/09/23	Color Copies or Prints	26.40
06/12/23	Color Copies or Prints	1.65
06/13/23	Color Copies or Prints	193.05
06/14/23	Color Copies or Prints	77.55
06/14/23	Color Copies or Prints	22.00
06/14/23	Color Copies or Prints	62.70
06/14/23	Color Copies or Prints	1.10
06/15/23	Color Copies or Prints	2.20
06/15/23	Color Copies or Prints	7.15
06/15/23	Color Copies or Prints	45.65
06/16/23	Color Copies or Prints	88.55
06/20/23	Color Copies or Prints	77.00
06/20/23	Color Copies or Prints	70.95
06/20/23	Color Copies or Prints	583.55
06/22/23	Color Copies or Prints	27.50
06/22/23	Color Copies or Prints	4.95
06/23/23	Color Copies or Prints	19.80
06/24/23	Color Copies or Prints	27.50
06/25/23	Color Copies or Prints	9.90
06/26/23	Color Copies or Prints	19.25
06/27/23	Color Copies or Prints	19.25
06/27/23	Color Copies or Prints	1.10
06/27/23	Color Copies or Prints	72.05
06/27/23	Color Copies or Prints	15.40
06/28/23	Color Copies or Prints	69.30
06/28/23	Color Copies or Prints	452.65
06/28/23	Color Copies or Prints	6.05
06/28/23	Color Copies or Prints	0.55
06/29/23	Color Copies or Prints	44.55

06/29/23	Color Copies or Prints	12.65
	Total	2,137.30

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/05/23	Ross J. Fiedler - Ross J. Fiedler, Transportation from K&E office, 601 Lexington Avenue to trial 06/05/2023	77.43
06/05/23	Ross J. Fiedler - Ross J. Fiedler, Transportation from trial to K&E office, 601 Lexington Avenue 06/05/2023	67.91
06/14/23	Christine Shang - Christine Shang, Taxi to DIP Hearing 06/14/2023	37.97
06/14/23	Christine Shang - Christine Shang, Taxi from DIP Hearing to airport 06/14/2023	19.87
06/14/23	Ross J. Fiedler - Ross J. Fiedler, Taxi, Uber to DIP Hearing 06/14/2023	69.03
06/21/23	Tanzila Zomo - Tanzila Zomo, Transportation to K&E office, 601 Lexington Avenue from home to attend and assist with June 21, 2023 auction.	74.05
06/26/23	Julia R. Foster - Julia R. Foster, Taxi from hotel to Bed Bath & Beyond auction and hearing in New York 06/26/2023	12.92
06/26/23	Julia R. Foster - Julia R. Foster, Taxi from Bed Bath & Beyond auction and hearing in New York to hotel 06/26/2023	13.98
06/27/23	Julia R. Foster - Julia R. Foster, Taxi from New York K&E office to dinner following Bed Bath & Beyond auction and hearing in New York 06/27/2023	40.82
06/27/23	Julia R. Foster - Julia R. Foster, Taxi from dinner to hotel following Bed Bath & Beyond auction and hearing in New York 06/27/2023	45.07
06/27/23	Julia R. Foster - Julia R. Foster, Taxi from hotel to Bed Bath & Beyond auction and hearing in New York 06/27/2023	10.98
06/27/23	Ross J. Fiedler - Ross J. Fiedler, Taxi, Uber to office for Client meeting while on Client conference call.	28.89
06/28/23	Julia R. Foster - Julia R. Foster, Taxi, Bed Bath & Beyond auction and hearing in New York 06/28/2023	11.91
06/28/23	Derek I. Hunter - Derek I. Hunter, Taxi, Uber to hearing on 06/28/2023.	178.01
06/28/23	Derek I. Hunter - Derek I. Hunter, Taxi, Cab shared with Client for client dinner.	18.00
	Total	706.84

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/13/23	Christine Shang - Christine Shang, Lodging, New York, New York for DIP Hearing 06/13/2023	263.64
06/14/23	Amie Marie Bauer - Amie Marie Bauer, Lodging, Newark, NJ to attend Bed Bath & Beyond hearing 06/14/2023	263.64
06/25/23	Julia R. Foster - Julia R. Foster, Lodging, New York to attend Bed Bath & Beyond auction and hearing in New York 06/25/2023	789.53
06/26/23	Julia R. Foster - Julia R. Foster, Lodging, New York to attend Bed Bath & Beyond auction and hearing in New York 06/26/2023	789.53
06/27/23	Julia R. Foster - Julia R. Foster, Lodging, New York to attend Bed Bath & Beyond auction and hearing in New York 06/27/2023	789.53
	Total	2,895.87

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/13/23	Casey McGushin - Casey McGushin, Rail, NYC to Baltimore following Bed Bath & Beyond hearing 06/13/2023.	315.00
06/13/23	Christine Shang - Christine Shang, Airfare, to Newark, NJ for DIP hearing 06/13/2023	322.88
06/13/23	Christine Shang - Christine Shang, Airfare, from Newark, NJ to Houston, TX from DIP Hearing 06/13/2023	268.72
06/13/23	Christine Shang - Christine Shang, Agency Fee, DIP Hearing 06/13/2023	21.00
06/13/23	Christine Shang - Christine Shang, Agency Fee, DIP Hearing 06/13/2023	21.00
06/13/23	Amie Marie Bauer - Amie Marie Bauer, Lodging, Newark, NJ to attend Bed Bath & Beyond hearing.	21.00
06/13/23	Amie Marie Bauer - Amie Marie Bauer, Airfare, Newark, NJ to Chicago, IL following Bed Bath & Beyond hearing 06/13/2023.	636.08
06/23/23	Julia R. Foster - Julia R. Foster, Agency Fee, Bed Bath & Beyond auction and hearing in New York 06/23/2023	58.00
06/26/23	Julia R. Foster - Julia R. Foster, Agency Fee, Bed Bath & Beyond auction and hearing in New York - service fee for car reservation to hearing 06/26/2023	35.00
06/27/23	Richard U. S. Howell, P.C. - Richard U. S. Howell, Airfare, New York, NY to home following in-person trial.	602.98
06/27/23	Richard U. S. Howell, P.C. - Richard U. S. Howell, Agency Fee, Travel to attend in-person trial.	58.00
06/27/23	Richard U. S. Howell - Richard U. S. Howell, Airfare, Chicago, IL to Newark, NJ to attend hearing.	540.38
06/28/23	Julia R. Foster - Julia R. Foster, Agency Fee, Bed Bath & Beyond auction and hearing in New York 06/28/2023	58.00
06/28/23	Julia R. Foster - Julia R. Foster, Airfare, Chicago, Bed Bath & Beyond auction and hearing in New York 06/28/2023	977.91
06/28/23	Julia R. Foster - Julia R. Foster, Airfare, Chicago, Bed Bath & Beyond auction and hearing in New York 06/28/2023	(401.18)
06/29/23	Richard U. S. Howell - Richard U. S. Howell, Airfare, Chicago, IL to Newark, NJ to attend hearing. Change in fare. 06/29/2023	809.94
	Total	4,344.71

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/30/23	CHRISTOPHER MICHAEL PAVLOVICH Transportation To/From Airport, Attend Bed Bath & Beyond hearing 04/25/2023	124.22
04/30/23	AMY DONAHUE Transportation To/From Airport, Prepare for Bed Bath & Beyond hearing 04/22/2023	120.22
04/30/23	JULIA R FOSTER Transportation To/From Airport, Attend Bed Bath & Beyond hearing 04/25/2023	124.22
04/30/23	CHRISTOPHER MICHAEL PAVLOVICH Transportation To/From Airport, Prepare for Bed Bath & Beyond hearing 04/22/2023	120.22
04/30/23	AMY DONAHUE Transportation To/From Airport, Attend Bed Bath & Beyond hearing 04/25/2023	124.22
06/13/23	Amie Marie Bauer - Amie Marie Bauer, Transportation To/From Airport, Attend Bed Bath & Beyond hearing 06/13/2023	60.74
06/13/23	Amie Marie Bauer - Amie Marie Bauer, Transportation To/From Airport, Attend Bed Bath & Beyond hearing 06/13/2023	35.20
06/16/23	BOSTON COACH CORPORATION - 06/05/2023 Tanzila Zomo pick up at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK drop off at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK	726.50
06/26/23	Julia R. Foster - Julia R. Foster, Transportation To/From Airport, Bed Bath & Beyond auction and hearing in New York 06/26/2023	183.42
06/28/23	Julia R. Foster - Julia R. Foster, Transportation from hearing in Newark, NJ to Kirkland & Ellis NY office, and Kirkland & Ellis NY office to Airport 06/28/2023	369.77
	Total	1,988.73

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/13/23	Christine Shang - Christine Shang, Travel Meals, New York, New York Dip Hearing Christine Shang 06/13/2023	20.22
06/13/23	Amie Marie Bauer - Amie Marie Bauer, Travel Meals, Chicago, IL Attend Bed Bath & Beyond hearing.	25.14
06/14/23	Casey McGushin - Casey McGushin, Travel Meals, New York, NY Bed Bath & Beyond for a hearing.	7.89
06/14/23	Christine Shang - Christine Shang, Travel Meals, New York, New York Dip Hearing Christine Shang 06/14/2023	23.44
06/14/23	Christine Shang - Christine Shang, Travel Meals, New York, New York Dip Hearing Christine Shang 06/14/2023	5.37
06/14/23	Christine Shang - Christine Shang, Travel Meals, New York, New York Dip Hearing Christine Shang, Amie Marie Bauer 06/14/2023	104.19
06/14/23	Amie Marie Bauer - Amie Marie Bauer, Travel Meals, Newark, NJ Attend Bed Bath & Beyond hearing.	7.29
06/14/23	Amie Marie Bauer - Amie Marie Bauer, Travel Meals, Newark, NJ Attend Bed Bath & Beyond hearing.	17.77
06/25/23	Julia R. Foster - Julia R. Foster, Travel Meals, Chicago Bed Bath & Beyond auction and hearing in New York Julia R. Foster 06/25/2023	41.00
06/26/23	Julia R. Foster - Julia R. Foster, Travel Meals, New York Bed Bath & Beyond auction and hearing in New York Julia R. Foster 06/26/2023	16.54
06/27/23	Julia R. Foster - Julia R. Foster, Travel Meals, New York Bed Bath & Beyond auction and hearing in New York Julia R. Foster 06/27/2023	12.24
06/27/23	Julia R. Foster - Julia R. Foster, Hotel - Travel Meals, New York Bed Bath & Beyond auction and hearing in New York Julia R. Foster 06/27/2023	109.00
06/28/23	Julia R. Foster - Julia R. Foster, Travel Meals, New York Bed Bath & Beyond auction and hearing in New York Julia R. Foster 06/28/2023	11.32
06/28/23	Josh Sussberg - Josh Sussberg, Travel Meals, Newark, NJ Attend hearing Josh Sussberg, Richard U. S. Howell, Emily Geier, Derek I. Hunter, Mike James Koch 06/28/2023	490.61
	Total	892.02

Other Travel Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/14/23	Emily Geier, P.C. - Emily Geier, Parking, Newark, New Jersey in person client hearing 06/14/2023	21.00
06/14/23	Emily Geier, P.C. - Emily Geier, Parking, New York, NY in person client hearing 06/14/2023	95.00
06/14/23	Emily Geier, P.C. - Emily Geier, Mileage, home 129.72 miles in person client hearing 06/14/2023	49.64
	Total	165.64

Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/23/23	VERITEXT - Court reporting services for Bed Bath & Beyond	490.00
06/23/23	VERITEXT - Court reporting services for Bed Bath & Beyond	295.00
06/27/23	VERITEXT - Transcript order for Bed Bath & Beyond	1,564.20
06/28/23	VERITEXT - Court reporting services for Bed Bath & Beyond	315.00
	Total	2,664.20

Filing Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/14/23	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees for Bed Bath & Beyond	239.00
06/14/23	Clerk of the United States District Court - Pro hac fees for Bed Bath & Beyond	150.00
	Total	389.00

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/30/23	Miller Advertising Agency Inc - Notice for BBB sale in the New York Times (National edition)	9,032.00
06/05/23	Miller Advertising Agency Inc - NOL Notice Publication - New York Times (National edition)	7,993.10
06/05/23	Miller Advertising Agency Inc - Bar Date Publication - New York Times (National edition)	17,815.86
	Total	34,840.96

Outside Printing Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/19/23	EMPIRE DISCOVERY LLC - Printing and courier delivery for Brilliant	1,080.01
06/30/23	EMPIRE DISCOVERY LLC - Outside printing/courier for Bed Bath & Beyond	15,506.20
	Total	16,586.21

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/01/23	FLIK - Bed Bath and Beyond Inc.5/30/2023	176.00
05/01/23	FLIK - Bed Bath and Beyond Inc.5/31/2023	176.00
05/01/23	FLIK - Bed Bath and Beyond Inc.5/15/2023	96.00
	Total	448.00

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Max Freedman	60.00
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Zachary Read	87.00
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Mary Catherine Young	216.00
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Noah Sosnick	23.00
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Sarah Margolis	35.00
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Michael Sloman	23.00
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Noelle Howard	80.00
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Olivia Acuna	43.00
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Gelareh Sharafi	80.00
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Megan Feeney	86.00
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Samantha Helgason	32.00
	Total	765.00

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/03/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Read, Zachary on 5/3/2023	93.43
05/04/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Mary Catherine on 5/4/2023	139.98
05/05/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Mary Catherine on 5/5/2023	23.33
05/05/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Cohen, Seth on 5/5/2023	21.49
05/10/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Acuna, Olivia on 5/10/2023	103.27
05/12/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Read, Zachary on 5/12/2023	23.35
05/12/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Mary Catherine on 5/12/2023	46.66
05/16/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Helgason, Samantha on 5/16/2023	184.48
05/24/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Mary Catherine on 5/24/2023	70.00
05/26/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Mary Catherine on 5/26/2023	23.33
05/31/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Sloman, Michael on 5/31/2023	134.55
05/31/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fletcher, Julia Anne on 5/31/2023	496.35
	Total	1,360.22

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/01/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/1/2023 by Clara Mosquera	180.35
05/02/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/2/2023 by Clara Mosquera	136.78
05/03/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/3/2023 by Clara Mosquera	217.97
05/04/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/4/2023 by Zachary Leader	230.13
05/04/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/4/2023 by Clara Mosquera	209.75
05/04/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/4/2023 by Zachary Leader	138.08
05/05/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/5/2023 by Zachary Leader	92.05
05/05/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/5/2023 by Clara Mosquera	255.03
05/06/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/6/2023 by Clara Mosquera	96.98
05/07/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/7/2023 by Clara Mosquera	17.97
05/08/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/8/2023 by Clara Mosquera	45.23
05/09/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/9/2023 by Clara Mosquera	61.58
05/10/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/10/2023 by Clara Mosquera	45.76
05/11/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/11/2023 by Clara Mosquera	24.52
05/12/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/12/2023 by Clara Mosquera	56.67
05/13/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/13/2023 by Clara Mosquera	38.69
05/14/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/14/2023 by Clara Mosquera	6.53
05/15/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/15/2023 by Clara Mosquera	3.26
05/16/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/16/2023 by Clara Mosquera	106.28

05/17/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/17/2023 by Clara Mosquera	24.51
05/18/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/18/2023 by Clara Mosquera	83.89
05/19/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/19/2023 by Clara Mosquera	93.71
05/20/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/20/2023 by Clara Mosquera	55.03
05/21/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/21/2023 by Clara Mosquera	4.90
05/22/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/22/2023 by Clara Mosquera	74.11
05/23/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/23/2023 by Clara Mosquera	63.22
05/24/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/24/2023 by Clara Mosquera	69.21
05/25/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/25/2023 by Clara Mosquera	51.75
05/26/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/26/2023 by Clara Mosquera	43.59
05/27/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/27/2023 by Clara Mosquera	17.97
05/28/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/28/2023 by Clara Mosquera	1.63
05/29/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/29/2023 by Clara Mosquera	64.31
05/30/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/30/2023 by Clara Mosquera	127.00
05/31/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/31/2023 by Clara Mosquera	70.84
05/31/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/31/2023 by Julia Fletcher	92.05
	Total	2,901.33

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/25/23	Mary Catherine Young - CHARGE BACK FOR DUPLICATE ENTRY ON REPORT 0100-5897-6566 Mary Catherine Young, Taxi, Overtime transportation for time worked on 4/24. 04/25/2023	(13.73)
04/27/23	Mary Catherine Young - CHARGE BACK FOR DUPLICATE ENTRY ON REPORT 0100-5897-6566 Mary Catherine Young, Taxi, Overtime transportation from office to her home. 04/27/2023	(13.99)
06/01/23	UNITED DISPATCH - J BUSTAMANTE United Dispatch taxi from 300 N LASALLE ST to HOME 05/03/2023	14.69
06/01/23	Steve Toth - Steve Toth, Transportation from K&E office 300 N. La Salle Dr. to home 06/01/2023	19.91
06/14/23	Steve Toth - Steve Toth, Transportation from K&E office 300 N. La Salle Dr. to home 06/14/2023	21.04
06/14/23	Ross J. Fiedler - Ross J. Fiedler, Taxi, Uber home due late client work in the office (left after midnight) 06/14/2023	21.93
06/14/23	Ross J. Fiedler - Ross J. Fiedler, Taxi, Uber home due late client work in the office 06/14/2023	25.95
06/21/23	Samantha Helgason - Samantha Helgason, Transportation from K&E office 601 Lexington Ave. to home 06/21/2023	28.96
06/22/23	Ross J. Fiedler - Ross J. Fiedler, Taxi, Uber home due late client work in the office (left after midnight 6/21) 06/22/2023	22.34
06/22/23	Ross J. Fiedler - Ross J. Fiedler, Taxi, Uber home due late client work in the office 06/22/2023	25.36
06/27/23	Ross J. Fiedler - Ross J. Fiedler, Taxi, Uber home due late client work in the office 06/27/2023	20.94
06/27/23	Ross J. Fiedler - Ross J. Fiedler, Taxi, Uber home due late client work in the office (left after midnight 6/26) 06/27/2023	17.90
06/28/23	Derek I. Hunter - Derek I. Hunter, Taxi, OT Cab home 06/28/2023	37.05
06/28/23	Derek I. Hunter - Derek I. Hunter, Taxi, OT Cab to KE office 06/28/2023	39.36
06/29/23	Ross J. Fiedler - Ross J. Fiedler, Taxi, Uber home due late client work in the office (left after midnight 6/28) 06/29/2023	23.98
06/29/23	Ross J. Fiedler - Ross J. Fiedler, Taxi, Uber home due late client work in the office 06/29/2023	43.91
	Total	335.60

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/21/23	Fiedler, Ross J. 5/18/2023 OT Meal	42.00
05/28/23	Young, Mary Catherine 5/23/2023 OT Meal	39.31
05/28/23	Young, Mary Catherine 5/25/2023 OT Meal	42.00
05/28/23	Fiedler, Ross J. 5/23/2023 OT Meal	42.00
06/01/23	Acuna, Olivia 06/01/2023 OT Meal	22.49
06/04/23	Black, Jacob E. 5/30/2023 OT Meal	38.54
06/04/23	Young, Mary Catherine 5/30/2023 OT Meal	32.51
06/06/23	Acuna, Olivia 06/06/2023 OT Meal	15.53
06/14/23	Schaffer, Sam 06/14/2023 OT Meal	39.94
06/21/23	Sarah R. Margolis, Attorney, New York, NY OT meal	40.00
06/26/23	Olivia Acuna, Attorney, New York, NY OT meal	18.35
06/27/23	Olivia Acuna, Attorney, New York, NY OT meal	25.04
	Total	397.71

Document Services Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/15/23	Format documents	5.16
06/18/23	Format agreements	57.19
06/19/23	Reformat and automate cross-referencing of defined terms	45.15
	Total	107.50

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/26/23	FEDERAL EXPRESS - 772534697102	17.82
	Total	17.82

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/01/23	PACER Usage for 06/2023	15.90
06/01/23	PACER Usage for 06/2023	20.40
06/01/23	PACER Usage for 06/2023	19.80
06/01/23	PACER Usage for 06/2023	6.10
06/01/23	PACER Usage for 06/2023	28.10
06/01/23	PACER Usage for 06/2023	7.00
06/01/23	PACER Usage for 06/2023	69.50
06/01/23	PACER Usage for 06/2023	22.60
06/01/23	PACER Usage for 06/2023	48.10
06/01/23	PACER Usage for 06/2023	1.00
06/01/23	PACER Usage for 06/2023	53.00
	Total	291.50
TOTAL EXPENSES		\$ 74,793.76